

ECHELON CORP
Form 4
August 13, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STANFIELD OLIVER R

(Last) (First) (Middle)
550 MERIDIAN AVE.
(Street)

SAN JOSE, CA 95126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ECHELON CORP [ELON]

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/09/2007 | | S | 200 D | \$ 31.18 3,775 | I | See footnote (1) |
| Common Stock | 08/09/2007 | | S | 300 D | \$ 31.17 3,475 | I | See footnote (1) |
| Common Stock | 08/09/2007 | | S | 200 D | \$ 31.15 3,275 | I | See footnote (1) |
| Common Stock | 08/09/2007 | | S | 100 D | \$ 31.14 3,175 | I | See footnote |

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| | | | | | | | | | <u>(1)</u> |
|--------------|------------|---|-----------------------------|---|-----------|------------------------|--|---|-------------------------|
| Common Stock | 08/09/2007 | S | 100 | D | \$ 31.12 | 3,075 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 200 | D | \$ 31.09 | 2,875 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 100 | D | \$ 31.05 | 2,775 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 100 | D | \$ 31.02 | 2,675 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 1,225 | D | \$ 31 | 1,450 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 100 | D | \$ 30.76 | 1,350 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 200 | D | \$ 30.74 | 1,150 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 600 | D | \$ 31.79 | 550 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 100 | D | \$ 31.785 | 450 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 100 | D | \$ 31.22 | 350 | | I | See footnote <u>(1)</u> |
| Common Stock | 08/09/2007 | S | 100 | D | \$ 31.2 | 250 ⁽⁴⁾ | | I | See footnote <u>(1)</u> |
| Common Stock | 08/13/2007 | S | <u>2,000</u> ⁽³⁾ | D | \$ 27.05 | 529,475 ⁽⁴⁾ | | I | See footnote <u>(2)</u> |
| Common Stock | | | | | | 130,600 ⁽⁴⁾ | | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STANFIELD OLIVER R 550 MERIDIAN AVE. SAN JOSE, CA 95126 | | | Executive VP and CFO | |

Signatures

/s/ Oliver R.
Stanfield
08/13/2007
Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are held by the Reporting Person's spouse.
- (2) These shares are held by the Stanfield Family Trust UDT February 2, 2001, of which the Reporting Person and his spouse serve as co-trustees.
- (3) This trade was executed pursuant to a Rule 10b5-1 trading plan that was adopted on July 21, 2004, as most recently modified effective as of February 24, 2007.
- (4) Third of three Forms 4 filed to report the Reporting Person's transactions on August 9, 2007 and August 13, 2007.

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