

BRUGGINK FREDERIK
Form 4
January 06, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BRUGGINK FREDERIK

(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)
01/04/2010

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)
Sr. VP & GM of Ser Prov Gp

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)
			Code	V	Amount or Price		
Common Stock	01/04/2010		M		6,563 A \$ 8.43	257,593	D
Common Stock	01/04/2010		D		4,704 D \$ 11.76	252,889	D
Common Stock	01/04/2010		F		62 D \$ 11.76	252,827	D
Common Stock	01/04/2010		M		27,334 A \$ 7.69	280,161	D
Common Stock	01/04/2010		D		17,874 D \$ 11.76	262,287	D

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Common Stock	01/04/2010	F	316	D	\$ 11.76	261,971	D
Common Stock	01/04/2010	M	20,000	A	\$ 7.69	281,971	D
Common Stock	01/04/2010	D	13,078	D	\$ 11.76	268,893	D
Common Stock	01/04/2010	F	231	D	\$ 11.76	268,662	D

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

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SEC 1474
(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 8.43	01/04/2010		M	6,563	<u>(1)</u>	10/31/2011	Common Stock	6,563
Stock Appreciation Right	\$ 7.69	01/04/2010		M	27,334	<u>(2)</u>	12/17/2010	Common Stock	27,334
Stock Appreciation Right	\$ 7.69	01/04/2010		M	20,000	<u>(3)</u>	12/17/2010	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUGGINK FREDERIK 550 MERIDIAN AVE SAN JOSE, CA 95126			Sr. VP & GM of Ser Prov Gp	

Signatures

/s/ Oliver R. Stanfield, attorney-in-fact for Frederik
Bruggink

01/06/2010

__Signature of Reporting Person

Date

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) The Reporting Person exercised 6,563 of the 26,250 share stock appreciation right grant dated October 31, 2006. Such 26,250 stock appreciation right grant vests at the following rate: 1/4th of such shares on October 31, 2007 and on each one year anniversary thereafter.
- (2) The Reporting Person exercised 27,334 of the 60,000 share stock appreciation right grant dated December 17, 2008. Such 60,000 stock appreciation right grant vests 100% on December 17, 2009.
- (3) The Reporting Person exercised 20,000 of the 20,000 share stock appreciation right grant dated December 17, 2008. Such 20,000 stock appreciation right grant vests 100% on December 17, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.