

HARRIS RUSSELL
Form 4
May 31, 2011

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HARRIS RUSSELL

(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)
05/26/2011

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)

Senior VP of Operations

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/26/2011		M	7,750 A \$ 7,750		D	
Common Stock	05/26/2011		F	2,842 D \$ 9.44	4,908	D	
Common Stock	05/27/2011		M	2,812 A \$ 7,720		D	
Common Stock	05/27/2011		F	1,031 D \$ 9.44	6,689	D	
Common Stock					10,000	I	See footnote (3)

Common Stock 22,029 I See footnote (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes rows for Performance Shares with conversion prices (1) and expiration dates (4) and (2).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Includes HARRIS RUSSELL, 550 MERIDIAN AVE, SAN JOSE, CA 95126, with relationships: Director, 10% Owner, Officer, and Other.

Signatures

/s/ Oliver R. Stanfield, attorney-in-fact for Russell Harris 05/31/2011 **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) Each performance share represents the right to receive one share of the Issuer's Common Stock.

Edgar Filing: HARRIS RUSSELL - Form 4

- 2,812 of the 11,250 shares granted to the Reporting Person under the Issuer's 1997 Stock Plan (the "Plan") were vested and released to the
- (2) Reporting Person effective May 27, 2011. Such 11,250 share grant vests at the following rate: 1/4th of such shares on May 27, 2009 and on each one year anniversary thereafter.
 - (3) These shares are held by The Russell R. Harris 2004 Children's Trust dated April 22, 2004, of which the Reporting Person is the Settlor and his spouse is Trustee.
- 7,750 of the 31,000 shares granted to the Reporting person under the Plan were vested and released to the Reporting Person effective May
- (4) 26, 2011. Such 31,000 share grant vests at the following rate: 1/4th of such shares on May 26, 2011 and on each one year anniversary thereafter.
 - (5) These shares are held by The Harris Living Trust dated March 22, 2004, of which the Reporting Person and his spouse, Jan Johnson Harris, serve as co-trustees.

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.