

OSHAMAN TRUST DATED 7 10 1979  
 Form 4  
 November 09, 2010

**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 \*  
 OSHMAN M KENNETH

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 11/08/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Chairman

SAN JOSE, CA 95126

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

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

(City) (State) (Zip)

**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  | (A) or (D)   | Price   |
| Common Stock                    | 11/08/2010                           |  | M                              |   | 120,000   | A  | \$ 7.69   |
| Common Stock                    | 11/08/2010                           |  | D                              |   | 110,625   | D  | \$ 8.85   |
| Common Stock                    | 11/08/2010                           |  | M                              |   | 100,000   | A  | \$ 7.69   |
| Common Stock                    | 11/08/2010                           |  | D                              |   | 93,011  | D  | \$ 8.85   |
| Common Stock                    | 11/08/2010                           |  | M                              |   | 125,000   | A  | \$ 7.69   |

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|              |            |     |         |   |         |           |   |                   |
|--------------|------------|-----|---------|---|---------|-----------|---|-------------------|
| Common Stock | 11/08/2010 | D   | 116,263 | A | \$ 8.85 | 25,101    | D |                   |
| Common Stock | 11/09/2010 | G V | 25,101  | D | \$ 0    | 0         | D |                   |
| Common Stock | 11/09/2010 | G V | 25,101  | A | \$ 0    | 2,855,237 | I | See footnote (1)  |
| Common Stock |            |     |         |   |         | 210,492   | I | See footnote (2)  |
| Common Stock |            |     |         |   |         | 210,492   | I | See footnote (3)  |
| Common Stock |            |     |         |   |         | 293,220   | I | See footnote (4)  |
| Common Stock |            |     |         |   |         | 293,220   | I | See footnote (5)  |
| Common Stock |            |     |         |   |         | 89,508    | I | See footnote (6)  |
| Common Stock |            |     |         |   |         | 89,508    | I | See footnote (7)  |
| Common Stock |            |     |         |   |         | 181,558   | I | See footnote (8)  |
| Common Stock |            |     |         |   |         | 181,558   | I | See footnote (9)  |
| Common Stock |            |     |         |   |         | 488,428   | I | See footnote (10) |

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

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(9-02)

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



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- (3) These shares are held by the Barbara S. Oshman 2010A Annuity Trust dated August 18, 2010.
- (4) These shares are held by the M. Kenneth Oshman 2009 Annuity Trust dated February 20, 2009.
- (5) These shares are held by the Barbara S. Oshman 2009 Annuity Trust dated February 20, 2009.
- (6) These shares are held by the M. Kenneth Oshman 2009A Annuity Trust dated August 4, 2009.
- (7) These shares are held by the Barbara S. Oshman 2009A Annuity Trust dated August 4, 2009.
- (8) These shares are held by the M. Kenneth Oshman 2010 Annuity Trust dated February 23, 2010.
- (9) These shares are held by the Barbara S. Oshman 2010 Annuity Trust dated February 23, 2010.
- (10) These shares are held by O-S Ventures, a general partnership, of which M. Kenneth Oshman is general partner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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