

Marszewski C. Michael
 Form 4
 May 30, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Marszewski C. Michael

(Last) (First) (Middle)
 550 MERIDIAN AVENUE
 (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)
 05/26/2012

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)
 VP & Principal Acctg Officer

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)	
				(A) or (D)	Price			
Common Stock	05/26/2012		M	2,825	A	11	27,497	D
Common Stock	05/26/2012		F	1,036	D	\$ 3.555	26,461	D
Common Stock	05/27/2012		M	937	A	11	27,398	D
Common Stock	05/27/2012		F	343	D	\$ 3.555	27,055	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
Performance Shares	<u>(1)</u>	05/26/2012		M	2,825	<u>(2)</u>	05/26/2014	Common Stock	2,825
Performance Shares	<u>(1)</u>	05/27/2012		M	937	<u>(3)</u>	05/27/2012	Common Stock	937

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marszewski C. Michael 550 MERIDIAN AVENUE SAN JOSE, CA 95126			VP & Principal Acctg Officer	

Signatures

/s/ Kathleen B. Bloch, attorney-in-fact for C. Michael Marszewski 05/30/2012

__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.

(2) 2,825 of the 11,300 shares granted to the Reporting Person under Issuer's 1997 Stock Plan (the "Plan") were vested and released to the Reporting Person effective May 26, 2012. Such 11,300 shares vest at the following rate: 1/4th of such shares vest on May 26, 2011 and on each one year anniversary thereafter.

(3) 937 of the 3,750 shares granted to the Reporting Person under the Plan were vested and released to the Reporting Person effective May 27, 2012. Such 3,750 shares vest at the following rate: 1/4th of such shares vest on May 27, 2009 and on each one year anniversary

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thereafter.

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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