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STANFIELD C Form 4	OLIVER R										
November 02, 2	2006										
	Л								PPROVAL		
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549								3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	STATEN Filed pur e. Section 17(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 Res	ponses)										
1. Name and Address of Reporting Person <u>*</u> STANFIELD OLIVER R			2. Issuer Name and Ticker or Trading Symbol ECHELON CORP [ELON]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (1	(Middle) 3. Date of Earliest Transaction									
550 MERIDIAN AVE.			(Month/Day/Year) 10/31/2006			Director 10% Owner X Officer (give title Other (specify below) below) Executive VP and CFO					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
SAN JOSE, C	A 95126						Person	More than One K	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned		
	Transaction Date Ionth/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D) and 5) (A) or	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)		
Reminder: Report	on a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					Perso inform requir	ns who res nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	3)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Performance Shares	<u>(1)</u>	10/31/2006		А		12,500		(2)	10/31/2011	Common Stock	12,50
Stock Appreciation Right	\$ 8.43	10/31/2006		А		37,500		(3)	10/31/2011	Common Stock	37,50

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
STANFIELD OLIVER R 550 MERIDIAN AVE. SAN JOSE, CA 95126	Executive VP an	nd CFO							
Signatures									
/s/ C. Michael Marszewski, atto Stanfield	11/02/2006								
<u>**</u> Signature of Re		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
- Pursuant to the Issuer's 1997 Stock Plan (the "Plan") the Reporting Person was granted 12,500 performance shares. 1/4th of such shares
 (2) will vest on October 31, 2007 and on each one year anniversary thereafter, in each case subject to the satisfaction of certain performance criteria.
- (3) Pursuant to the Plan the Reporting Person was granted stock appreciation rights with respect to 37,500 shares. 1/4th of such shares will vest on October 31, 2007 and on each one year anniversary thereafter.

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.