**ECHELON CORP** 

Form 4

September 30, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

ECHELON CORP [ELON]

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16.

Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person \*

Modi Sohrab

(Middle) (Last) (First)

2901 PATRICK HENRY DRIVE

(Street)

(State)

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

09/28/2016

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

VP and CTO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

SANTA CLARA, CA 95054

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. Code (Instr. 8)

4. Securities TransactionAcquired (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 Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

Indirect

7. Nature of

(A) Code V Amount (D) Price

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

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Performance Shares	(1)	09/28/2016		A		21,000		(2)	09/28/2018	Common Stock	21,00
Employee Stock Option (right to buy)	\$ 5.22	09/28/2016		A		21,000		(3)	09/28/2026	Common Stock	21,00

# **Reporting Owners**

SANTA CLARA, CA 95054

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Modi Sohrab								
2901 PATRICK HENRY DRIVE			VP and CTO					

## **Signatures**

/s/ Marsha Larsen, attorney-in-fact for Sohrab Modi 09/30/2016

\*\*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) Pursuant to the Issuer's 1997 Stock Plan (the "Plan") the Reporting Person was granted 21,000 performance shares on September 28, 2016. 10,500 shares will vest on September 28, 2017 and 10,500 shares will vest on September 28, 2018.
- Pursuant to the Plan the Reporting Person was granted an option to buy 21,000 shares of Common Stock. 1/2 of such shares will vest on September 28, 2017 and 1/24th of such shares granted will vest monthly thereafter. This option will be fully vested on September 28, 2018.

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.

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