

ECHELON CORP  
Form 8-K/A  
February 02, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K/A  
(Amendment No. 2)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**February 1, 2005**

**ECHELON CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction  
of incorporation)

**000-29748**  
(Commission File Number)

**77-0203595**  
(IRS Employer  
Identification No.)

**550 Meridian Avenue  
San Jose, California 95126**  
(Address of principal executive offices, including zip code)

**(408) 938-5200**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Amendment No. 2**

**This Amendment No. 2 amends the current report on Form 8-K of Echelon Corporation, a Delaware corporation, filed with Securities and Exchange Commission on February 1, 2005.**

**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On January 25, 2005, the compensation committee of the board of directors of the Registrant adopted a management bonus plan for 2005, pursuant to which an aggregate of 112,680 shares of the Registrant's common stock, designated as performance shares, will be issued on January 2, 2007 under the Registrant's 1997 Stock Plan to members of management, subject to such managers continuing to be employed by the Registrant on such date. The following number of performance shares are to be issued to the Registrant's current executive officers: Anders Axelsson, 7,386 shares; Kathleen B. Bloch, 5,170 shares; Frederik Bruggink, 2,775 shares; Russell Harris, 7,386 shares; M. Kenneth Oshman, 36,928 shares; Oliver R. Stanfield, 11,079 shares; and Beatrice Yormark, 11,079 shares.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ECHELON CORPORATION

By: /s/ Oliver R. Stanfield  
Oliver R. Stanfield,  
Executive Vice President and Chief Financial  
Officer

Date: February 2, 2005

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