

ECHELON CORP  
Form 8-K  
November 22, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported)**

**November 18, 2005**

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**ECHELON CORPORATION**

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

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

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

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

**550 Meridian Avenue**

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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)

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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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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(d) On November 18, 2005, the Board of Directors of Echelon Corporation (the Company ) appointed Betsy Rafael as a new director of the Company. Ms. Rafael has been appointed to the Audit Committee of the Board of Directors.

On November 21, 2005, the Company issued a press release announcing the appointment of Ms. Rafael to the Board of Directors. The full text of this press release is attached hereto as Exhibit 99.1.

In connection with the appointment of Ms. Rafael to the Board of Directors, she was granted a fully vested 25,000 share option under the Company s 1998 Director Option Plan at a per share exercise price of \$8.06, the closing price of the Company s common stock on November 18, 2005.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

**Exhibit**

| <u>Number</u> | <u>Description</u>   |
|---------------|--|
| 99.1          | Press Release dated November 21, 2005, of Echelon Corporation. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, 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

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Oliver R. Stanfield

Executive Vice President and

Chief Financial Officer

Date: November 22, 2005

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
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