TELKONET INC Form 4 January 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number: January 31,

Expires: 2005

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

burden hours per response...

Estimated average 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Davis William H Symbol

(Middle)

TELKONET INC [TKOI]

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

20800 SWENSON DR. SUITE 175

(Street)

(State)

WAUKESHA, WI 53186

(First)

4. If Amendment, Date Original Filed(Month/Day/Year)

01/02/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

Form: Direct

Indirect (I)

(Instr. 4)

D

(D) or

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (D) Securities Ownership

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A)

Following Reported Transaction(s) (Instr. 3 and 4)

Beneficially

Owned

or Code V Amount (D) Price

Common 10,714 01/02/2015 P 1,375,854 0.145 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securities	(Instr. 5)	Bene
	Derivative			Securities			(Instr. 3 and 4)		Owne	
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amount		
					()	Exercisable	Date	or		
						2	2	Number		
								of		
								Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Davis William H 20800 SWENSON DR. SUITE 175 X WAUKESHA, WI 53186

Signatures

/s/ James J. Schilling, power of 01/02/2015 attorney

> **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) Table I, Item 4 -- Represents purchase by the reporting person on the open market per Rule 10b 5-1.

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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