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

OMB APPROVAL					
OMB Number:	3235-0287				
Estimated average burden					
ours per respons	e 0.5				

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKOI]			5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2015		-	Officer (give title below) Other (specify below)							
	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 Person							
(Zip)		Table I - N	on-Dei	rivative S	ecurities	s Acquir	red, Disp	osed of, or	Beneficially (Owned	
1. Title of Security 2. Transaction Date (Month/Day/Year)		c, if Code (Instr. 8	f Code (Instr. 8)		*		Beneficially Owned Following Reported Transaction(s)		Following n(s)	Ownership Form:	Beneficial
	(Month/Day/Yo		V	Amount	(A) or t (D)	Price	,		or Indirect	Ownership (Instr. 4)	
02/25/2015		P		6,349 (1)	A \$	\$ 0.2198	13,756			D	
for each class of seco	urities beneficia	lly owned d	rectly	or							
			con	tained i	n this fo	orm are	not req	uired to re	espond unle	ss	EC 1474 (9- 02)
				•			ly Owned	l			
on 3A. Deemed Execution Dearly any	4. Transacti Code	5. Numlon Derivat: Securiti Acquire (A) or Dispose of (D) (Instr. 3	oer 6. l and ve (M es d	Date Exer d Expirati	cisable on Date	7. Tit Amo Unde Secu	ount of erlying crities		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security Direct (I or Indire s) (I)	Ownershi (Instr. 4)
			Da	te ercisable	Expiration	on Title	Amount or Number				
	(Zip) 2. Transaction Date (Month/Day/Year) 02/25/2015 for each class of sectors Table II - I (0 on 3A. Deemed Execution Date (A) (Year) any	TELKONET (Middle) 3. Date of Ear 02/25/2015 4. If Amendm (Zip) 2. Transaction Date (Month/Day/Year) 02/25/2015 for each class of securities beneficia Table II - Derivative Securities beneficia	TELKONET INC [TK 3. Date of Earliest Transac 02/25/2015 4. If Amendment, Date Or Table I - No 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Code any (Month/Day/Year) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of Code (Instr. 8) Transaction On A. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of Code (Instr. 8) I Transaction Of Derivative Securities Acquire (A) or Dispose of (D) (Instr. 3)	TELKONET INC [TKOI] 3. Date of Earliest Transaction (No2/25/2015 4. If Amendment, Date Original 1 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if (Month/Day/Year) 2. Transaction Date (Instr. 8) Code (Instr. 8) Code V 02/25/2015 P for each class of securities beneficially owned directly Table II - Derivative Securities Acquired, Instr. 8 Table II - Derivative Securities Acquired, Instr. 8 Acquired Execution Date, if (Instr. 8) 3. Transaction Code (Instr. 8) Code V Per cor the Table II - Derivative Securities Acquired, Instr. 8 (e.g., puts, calls, warrants, option on any (Month/Day/Year) (Instr. 8) Securities Acquired (A) or Disposed	TELKONET INC [TKOI] 3. Date of Earliest Transaction (Month/Da 02/25/2015 4. If Amendment, Date Original Filed(Month Date of Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) Code (Instr. 8) Code V Amount (Instr. 8) Code V Amount (Instr. 8) Persons where the form distributed in the form distributed in the form distributed (A) or Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of Derivative (Month/Day/Year) (Month/Day/Year) A. Deemed (A) or Disposed (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	TELKONET INC [TKOI] 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2015 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) Code V Amount (D) Code V Amount (D) Persons who respectontained in this fet the form displays at t	TELKONET INC [TKOI] 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2015 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) (A) or (Instr. 3, 4 and 5) (A) or (D) Price 02/25/2015 Persons who respond to contained in this form are the form displays a currer Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Transaction (A) or (D) Price 02/25/2015 Persons who respond to contained in this form are the form displays a currer Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date, if Transaction of Code (Instr. 8) 5. Number (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) Code (Instr. 8) 6. Date Exercisable (Month/Day/Year) 7. Transaction Code (Instr. 8) 9. Code (Instr. 8) 1. Code (Instr. 8) 1. Code (Instr. 8) 1. Code (A) or Disposed of (D) (Instr. 3) 1. Code (A) or Disposed of (D) (Instr. 3) 1. Code (A) or Disposed (A) or Disp	TELKONET INC [TKOI] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Amount Date Execution Date, if (Month/Day/Year) Amount (D) Price Persons who respond to the collection of Contained in this form are not required from displays a currently valid any Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8) 3. Transaction 4. Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) Persons who respond to the collection on this form are not required from displays a currently valid and Expiration Date (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Execution Date, if Code (Instr. 8) Son 3A. Deemed 4. Securities Acquired (A) or Disposed of (D) (Instr. 8) Son 3A. Deemed 4. Securities Acquired (Month/Day/Year) 5. Number 6. Sate Exercisable and Expiration Date (Month/Day/Year) 6. Individate 5. Amount of (Instr. 3) 7. Title and Amount of Disposed of (D) (Instr. 3) 7. Title and Amount of Disposed of (D) (Instr. 3) 7. Title and Amount of Disposed of (D) (Instr. 3) 7. Title and Amount of Disposed of (D) (Instr. 3) 8. Code (Month/Day/Year) (Instr. 3) 9. Code (Month/Day/Year) (Instr. 3) 10. Code (Instr. 3) 11. Code (Instr. 3) 12. Transaction (Month/Day/Year) (Instr. 3) 13. Transaction (Instr.	TELKONET INC [TKOI] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Amount of Securities Acquired, Disposed of, or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities beneficially owned directly or Table II - Derivative Securities Acquired, Disposed of, or Disposed of Dinking Disposed D	TELKONET INC [TKOI] 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2015 4. If Amendment, Date Original Filed(Month/Day/Year) 02/25/2015 4. If Amendment, Date Original Filed(Month/Day/Year) 02/25/2015 5. Amount of Securities Beneficially Owned Following (Instr. 3, 4 and 5) For each class of securities beneficially owned directly or Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Instr. 3, 4 and 5) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) O2/25/2015 P	TELKONET INC [TKOI] 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2015 4. If Amendment, Date Original Filed(Month/Day/Year) 02/25/2015 5. Individual or Joint/Group Filing(Check Applica X, Form filed by One Reporting Person Form filed by More than One Reporting Person f

Boundary Owner Vallage	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Warner Kellogg L. 20800 SWENSON DR. SUITE 175 WAUKESHA, WI 53186	X					

Signatures

/s/ Warner Kellogg	02/26/2015
**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) Represents sale 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.