# FORM 4

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

OMB APPR	OVAL				
OMB Number:	3235-0	287			
Estimated average burden					
hours per response	э	0.5			

Check this box if no 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

pe Response	es)												
1. Name and Address of Reporting Person * Davis William H			2. Issuer Name <b>and</b> Ticker or Trading Symbol TELKONET INC [TKOI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 20800 SWENSON DR. SUITE 175			3. Date of Earliest Transaction (Month/Day/Year) 03/02/2015									elow)	
(Street) WALIKESHA WI 53186			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					
)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					Owned					
1.Title of Security 2. Transaction 2A. Deemed		Date (Month/Day/Year)	Execution Date, any	Code (Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Following	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
		Code	V	Amoui	(A) or (D)	Price				(I)	(Instr. 4)		
Stock		03/02/2015		P		6,818 (1)	I A	\$ 0.2	1,391,00	)5		D	
Report on a	separate line fo	or each class of secu	rities beneficially		Pers cont	ons wh	n this fo	rm ar	e not req	uired to re	espond unl	ess	EC 1474 (9- 02)
										l			
	Date	Execution Day Year) any	Code (Instr. 8)	of Derivative	and I	Expiration the Day.	on Date /Year)  Expiration	Am Und Sec (Ins 4)	Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivati Security Direct (I or Indirect)	Ownership (Instr. 4) O)
	d Address o Iliam H VENSON I SHA, WI 5 Conversion or Exercise Price of Derivative	Stock  Report on a separate line for Exercise Price of Derivative  Sliam H  (First)  (Street)  (Street)  (Street)  (State)  (State)  (State)  (State)  (State)  (State)  (Month/Day/*	d Address of Reporting Person *-  Illiam H  VENSON DR. SUITE 175  (Street)  SHA, WI 53186  (State)  2. Transaction Date (Month/Day/Year)  Stock  03/02/2015  Report on a separate line for each class of secu  Table II - D  (e  2.  Conversion Date (Month/Day/Year)  A. Deemed  Execution Da any (Month/Day/Year)  Price of Derivative	2. Issuer Name TELKONET II 3. Date of Earlies 03/02/2015  (Street)  SHA, WI 53186  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securit (e.g., puts, calls, was any (Month/Day/Year)  2. Transaction Date Execution Date, if any (Month/Day/Year)  3. Transaction Conversion Onte Of Derivative Security  3. Transaction Code (Month/Day/Year)  3. Transaction Code (Month/Day/Year)  3. Transaction Code (Month/Day/Year)  3. Transaction Code (Month/Day/Year) (Month/Day/Year)	d Address of Reporting Person   2. Issuer Name and Ticker TELKONET INC [TKO of Middle]   3. Date of Earliest Transaction 03/02/2015   4. If Amendment, Date Original SHA, WI 53186   5. Table I - Non Date (Month/Day/Year)   2. Transaction Date (Instr. 8)   3. Transaction (Instr. 8)   5. Number (Code (Instr. 8) (Instr. 8)   5. Number (Code (Instr. 8) (Instr. 8)   5. Number (Code (Instr. 8) (Instr. 3) (Instr. 3)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   4. Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)   4. Acquired (D)	d Address of Reporting Person *   2. Issuer Name and Ticker or Track (Net Code V)	Code   V   Amount   Code   V   Amount   Code   V   Amount   Code   V   Amount   Code   Ceg., puts, calls, warrants, options, conver   Code   Code   Conversion   Corexercise   Conversion   Corexercise   Conversion   Corexercise   Code   Co	d Address of Reporting Person — 2. Issuer Name and Ticker or Trading Symbol Itliam H      Code	Address of Reporting Person   Contained in this form as parate line for each class of securities beneficially owned directly or Execution Date (Month/Day/Year)	Address of Reporting Person =   2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKOI]   3. Date of Earliest Transaction (Month/Day/Year)   5. Relation   X_ Direct Office	Address of Reporting Person	Address of Reporting Person	Address of Reporting Person   2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKOI]   5. Relationship of Reporting Person(s) to Issue (Check all applicable)   10% Owner Officer give title below)   10% Owner O

#### **Reporting Owners**

Barrada Oman Nama / Addans	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Davis William H 20800 SWENSON DR. SUITE 175 WAUKESHA, WI 53186	X					

### **Signatures**

/s	James J. Schilling, power of attorney	03/02/2015
	**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).
- $\textbf{(1)} \ Table \ I, Item \ 4 -- \ Represents \ purchase \ by the reporting \ person \ on the \ open \ market \ per \ Rule \ 10b \ 5-1.$

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.