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

FORM 12b-25

NOTIFICATION OF LATE FILING

| OMB APPROVAL | | | | | |
|--------------------------|----------------|--|--|--|--|
| OMB Number: | 3235-0058 | | | | |
| Expires: | April 30, 2012 | | | | |
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| 879604106 | | | | | |

| (Check one) | · • | Form 10-K Form N-CSR For Period En Transition Reg Transition Reg Transition Reg Transition Reg For the Transi | ded: <u>Mai</u> port on F port on F port on F port on F | Form 10-K Form 20-F Form 11-K Form 10-Q Form N-SAF | | Form 11 | -K • | Form 10-Q | | Form 10-D | | Form N-SAR |
|-----------------|-------------------------------|--|---|--|---------|--------------------------|-------------------------|-------------------------------------|--------------------|-----------------|--------|--------------|
| Noth | ing in th | Read In | | | | | | Form. Please P has verified a | | | tained | l herein. |
| If the notifica | tion rela | tes to a portion | of the fil | ing checked | abovo | e, identify | the Item | (s) to which th | e notif | ication relates | : | |
| PART I — | REGIST | TRANT INFO | RMATIO | ON | | | | | | | | |
| Telkonet, In | c. | | | | | | | | | | | |
| Full Name o | f Regist | rant | | | | | | | | | | |
| Former Nan | ne if App | licable | | | | | | | | | | |
| 10200 Innov | ation Di | rive, Suite 300 | | | | | | | | | | |
| | | Executive Office | ce (Stree | t and Numb | er) | | | | | | | |
| Milwaukee, | Wiscons | sin 53226 | | | | | | | | | | |
| City, State an | | | | | | | | | | | | |
| PART II — | RULES | 12b-25(b) ANI |) (c) | | | | | | | | | |
| | | ould not be filed ollowing should | | | | | | the registrant s | eeks re | elief pursuant | to | |
| x (a) | | son described ir expense; | reasona | ble detail in | Part l | III of this f | orm coul | ld not be elimi | nated v | without unreas | onable | e |
| (b) | The sub Form N the subj | ject annual reportion of the contract of the c | n thereof port or tr | f, will be file ansition rep | ed on o | or before t Form 10-0 | he fifteer Q or subj | nth calendar da ect distribution | y follo n repoi | wing the pres | cribed | due date; or |
| □ (c) | | filed on or before ountant's staten | | | | | | | | if applicable. | | |

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Telkonet, Inc. (the "Company") was unable to finalize the terms of the renewal of its engagement with its independent registered public accounting firm by May 15, 2012. As a result, the Company was unable to obtain a final review of its quarterly report on Form 10-Q for the quarter ended March 31, 2012 in time to file it by the prescribed deadline without unreasonable effort and expense. The delay in finalizing the terms of the engagement renewal does not relate to any disagreement with the Company's independent registered public accounting firm on any matter of accounting principles or practices, financial statement disclosure or similar matters.

The Company is working to finalize the terms of the engagement renewal and expects to file the Form 10-Q by no later than the fifth calendar day following the prescribed deadline, or May 21, 2012; however the Company can provide no assurance that it will be able to file the Form 10-Q within such time period.

SEC 1344 (05-06)

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 control number.

(Attach extra Sheets if Needed)

PART IV — OTHER INFORMATION

| (1) | Name and telephone number of person to contact in regard to this Richard E. Mushrush (Name) | notification 414 (Area Code) | 302-2260 (Telephone Number) | | |
|---|--|---|--|--|--|
| (2) | Have all other periodic reports required under Section 13 or 15(d Investment Company Act of 1940 during the preceding 12 month such report(s) been filed? If answer is no, identify report(s). |) of the Securiti | es Exchange Act of 1934 or Section 30 of the orter period that the registrant was required to file | | |
| (3) | Is it anticipated that any significant change in results of operation reflected by the earnings statements to be included in the subject | report or portion | | | |
| | attach an explanation of the anticipated change, both narratively annable estimate of the results cannot be made. | nd quantitativel | y, and, if appropriate, state the reasons why a | | |
| publio millio | escribed above the Company was unable to finalize the terms of the caccounting firm by May 15, 2012. Net revenues for the quarter eron, a decrease of 22% over the same period prior year. Gross profitneses of approximately \$1.7 million. The Company is expected to re | nded March 31, is expected to b | 2012 are expected to be approximately \$1.9 be approximately \$1 million with operating | | |
| | Telkonet (Name of Registrant as S | | arter) | | |
| has ca | aused this notification to be signed on its behalf by the undersigned | l hereunto duly | authorized. | | |
| Date: | May 16, 2012 | By <u>/s/ Richard E</u> Richard E. Controller a | | | |
| name regist | RUCTION: The form may be signed by an executive officer of the and title of the person signing the form shall be typed or printed be trant by an authorized representative (other than an executive office registrant shall be filed with the form. | eneath the signa | ature. If the statement is signed on behalf of the | | |
| ATTENTION Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001) | | | | | |