FORM 4	•
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Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

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

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02)

#### 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

(Print or Type Responses)										
1. Name and Address of Reporting P Sobieski Jeff	2. Issuer Name <b>a</b> TELKONET IN			0,	mbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) 20800 SWENSON DRIVE, SU	(Middle) ITE 175	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2014						X Officer (give title below) Other (specify below) Chief Technology Officer		
(Street) WAUKESHA, WI 53186	4. If Amendment,	Date Origi	nal F	iled(Mont	h/Day/Ye	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	Code (Instr. 8)		(A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership
Common Stock	12/19/2014		Р		3,750 ( <u>1)</u>	А	\$ 0.1675	1,101,315	D	

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

Persons who respond to the collection of information SEC 1474 (9contained in this form are not 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)															
1. Title of	2.	3. Transaction	3A. Deemed	4.	5	5. Nui	mber	6. Date Exer	cisable	7. Tit	tle and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	on o	of		and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Ι	Deriva	ative	(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	S	Securi	ities			Secu	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				P	Acqui	red			(Insti	: 3 and		Owned	Security:	(Instr. 4)
	Security				(,	A) or	•			4)			Following	Direct (D)	
					Ι	Dispo	sed						Reported	or Indirect	
					C	of (D)	)						Transaction(s)	(I)	
					(	Instr.	3,						(Instr. 4)	(Instr. 4)	
					4	l, and	5)								
											Amount				
								Date	Expiration		or				
								Exercisable		Title	Number				
								Exercisable	Date		of				
				Code V	V	(A)	(D)				Shares				

## **Reporting Owners**

Densetting Openen Name (Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Sobieski Jeff 20800 SWENSON DRIVE, SUITE 175 WAUKESHA, WI 53186			Chief Technology Officer					

## Signatures

/s/ Jeff Sobieski	12/19/2014
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.