## FORM 4

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

OMB APPROVAL						
DMB Number:	3235-0287					
Estimated average burden						
ours per respons	se 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

es)		1											
f Reporting Pe L	erson <del>*</del>	2. Issuer Name and Ticker or Trading Sym TELKONET INC [TKO]				mbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				er	
(First) EADOWS P	(Middle) ARKWAY	3. Date of Earliest Transaction (Month/Day/Year) 09/09/2005					X Officer (give title below) Other (specify below)  Senior Vice President				pelow)		
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person						
MD 21876									_X_ Form III	ed by More than	1 One Reporting	Person	
(State)	(Zip)	Т	able	I - Non-	Deriv	vative Se	ecurities A	Acqui	red, Disp	osed of, or	Beneficially	Owned	
		of	Beneficia Reported	lly Owned I Transaction	Following	Ownership of Indir Form: Benefic Direct (D) Owners	Beneficial Ownership						
				Code	V	Amoun	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
value .001	09/07/2005			G		12,000	D	(1)	3,513,51	4		D	
value .001	09/07/2005			G		12,000	D	(1)	3,501,51	4		D	
value .001	09/07/2005			G		12,000	D	(1)	3,489,51	4		D	
separate line fo	or each class of secu	rities beneficiall	y own	ned direc	ctly o	r							
					conta	ained ir	this for	m ar	e not req	uired to re	spond un	less	EC 1474 (9- 02)
				•		•			•	I			
Title of Derivative Security Instr. 3)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. 5. N  Transaction Code (Instr. 8)  Security  Acquirity  Of Derivative Security		Number rivative curities quired ) or sposed (D) str. 3,	oer 6. Date Exercisable and Expiration Date (Month/Day/Year) es d (Ir 4)			7. T Ame Und Secu	Title and 8. Price of Derivative derlying curities (Instr. 5)		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct ( or Indirect (I)	wnership of Indire Benefici orivative curity: irect (D) Indirect		
			7, 2	iiu 3)	Date		Expiration Date	n Title	Amount or Number of				
	f Reporting Pet L (First) EADOWS P (Street) MD 21876 (State)  value .001 value .001 value .001 separate line for the state of the state	f Reporting Person L  (First) (Middle) EADOWS PARKWAY  (Street)  MD 21876  (State) (Zip)  2. Transaction Date (Month/Day/Year)  value .001 09/07/2005  value .001 09/07/2005  value .001 09/07/2005  Table II - D  (e  3. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date (Month/Day/Year)	1. Issuer Name TELKONET  (First) (Middle) (SADOWS PARKWAY) (19909/2005  (Street) (2ip) (Month/Day/Year)  2. Issuer Name TELKONET  3. Date of Earling (19909/2005)  4. If Amendment  (State) (2ip) (Month/Day/Year)  2. Transaction (Month/Day/Year)  2. Issuer Name TELKONET  3. Date of Earling (19909/2005)  4. If Amendment  Execution Date (Execution Date any (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities beneficially  Table II - Derivative Securities (e.g., puts, calls, volume any (Month/Day/Year))  3. Transaction (B. A. Deemed (E. Execution Date, if (Month/Day/Year))  3. Transaction (Code)  Transaction (Code)  3. Transaction (Code)  Transaction (Code)	f Reporting Person *	2. Issuer Name and Ticker TELKONET INC [TKO]  (First) (Middle) 3. Date of Earliest Transaction 09/09/2005  (Street) 4. If Amendment, Date Origing Amendment (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date Origing Amendment, Date Origing Amendment (Month/Day/Year)  2. Transaction Date Origing Amendment, Date Origing Amendment (Month/Day/Year)  2. Issuer Name and Ticker TELKONET INC [TKO]  3. Date of Earliest Transaction One of Earliest Transaction One of Earliest Transaction One of Earliest Transaction One of Execution Date, if One of Code One of Code One of Earliest Transaction One of Execution Date, if One of Code One	Code   Value   O01   O9/07/2005   G   O9/07/2005   O9/07/20	### Code   V Amount   Code   Code   V Amount   Code   Code   Code   Code   V Amount   Code   Code	2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKO]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 09/09/2005  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of Order (DD) 12,000 D  value .001 09/07/2005 G 12,000 D  value .001 09/07/2005 G 12,000 D  value .001 09/07/2005 G 12,000 D  separate line for each class of securities beneficially owned directly or  Table II - Derivative Securities Acquired, Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible security of Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of, Or Ben (e.g., puts, calls, warrants, options, convertible security of Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of, Or Ben (e.g., puts, calls, warrants, options, convertible security of Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of, Or Ben (e.g., puts, calls, warrants, options, convertible security of Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of, Or Ben (e.g., puts, calls, warrants, options, convertible security of Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of, Or Ben (e.g., puts, calls, warrants, options, convertible security of Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of, Or Disposed of	2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKO]  (Street)  3. Date of Earliest Transaction (Month/Day/Year) (Op/09/2005  4. If Amendment, Date Original Filed(Month/Day/Year) (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Street)  4. Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5)  (Code V Amount (A) or (D) Price  (A) or Disposed of (Instr. 3, 4 and 5)  (A) or (D) Price  (A) or Disposed of (Instr. 3, 4 and 5)  (A) or (D) Price  (Code V Amount (A) or (D) Price  (Code V) Price  (Code V) Price  (A) or Disposed of (Instr. 3, 4 and 5)  (A) or (D) Price  (Code V)	2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKO]   3. Date of Earliest Transaction (Month/Day/Year)   6. Individual Filed (Month/Day/Year)   7. Table II - Derivative Securities Acquired (Instr. 3 and Polyo7/2005   7. Table II - Derivative Securities Date (e.g., puts, calls, warrants, options, convertible securities)   7. Title and Execution Date (Month/Day/Year)   7. Title and Execution Date (Linstr. 3)   7. Title and Execution Date (Month/Day/Year)   7. Title and Executities Acquired (Month/Day/Year)   7. Title and Amount of Date (Month/Day/Year)   7. Title and Amount of Disposed of (D) (Instr. 3, 4, and 5)   7. Title and Amount of Disposed of (D) (Instr. 3, 4, and 5)   7. Title and Amount of Date (Month/Day/Year)   7. Title and Mount of Disposed of (D) (Instr. 3, 4, and 5)   7. Title and Amount of Disposed of (D) (Instr. 3, 4, and 5)   7. Title and Amount of Disposed of (D) (Instr. 3, 4, and 5)   7. Title and Amount of Disposed of (D) (Instr. 3, 4, and 5)   7. Title and Amount of Disposed of (D) (Instr. 3, 4, and 5)   7. Title and Amount of Disposed of (D)	2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKO]   5. Relationship of Rej (Che X_ Director X Officer (give tile between 1909/09/2005   3. Date of Earliest Transaction (Month/Day/Year)   5. Relationship of Rej (Che X_ Director X Officer (give tile between 1909/09/2005   4. If Amendment, Date Original Filed(Month/Day/Year)   6. Individual or Joint/ Form filed by One Repo X_ Form filed by One X_	Code   V Amount   Code   V Amount   Code   Code   V Amount   Code   Co	Code   V Amount   Direct (D)   Code   Contained in this form are not required to respond unless the form displays a currently valid OMB control number.    Table II - Derivative Securities beneficially owned directly or   Code   Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   Sincery Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   Sincery Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   Sincery Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   Sincery Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   Sincery Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   Sincery Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   Sincery Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   Sincery Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   Sincery Contained in this form are not required to respond unless the form displays a currently valid OMB control number.   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Donatin Omer Valley	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
SADLE STEPHEN L 20374 SENECA MEADOWS PARKWAY GERMANTOWN, MD 21876	X		Senior Vice President				
SADLE BARBARA J 902A COMMERCE ROAD ANNAPOLIS, MD 21401				spouse			

### **Signatures**

Stephen L. Sadle	09/22/2005
**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) Not applicable.

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.