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

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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).

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

	(S)													
Name and Address of Reporting Person * Davis William H				2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKOI]					4	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) 10200 INNOVATION DRIVE #300			3. Date of Earliest Transaction (Month/Day/Year) 02/02/2012				_	Office	r (give title belo			pelow)		
(Street) MILWAUKEE, WI 53226			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person						
)	(State)	(Zip)		Tab	le I - Non-	Deriv	ative So	ecurities	s Acquir	red, Disp	osed of, or	Beneficially	Owned	
1.Title of Security (Instr. 3)		Date	any		f Code (Instr. 8)		4. Securities Acquire (A) or Disposed of (D) (Instr. 3, 4 and 5)		l of	d 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Following	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
					Code	V	Amoun	(A) or t (D)	Price	(I)		(I)	(Instr. 4)	
Stock		02/02/2012			P		13,323 <u>(1)</u>	- A		842,388			D	
Report on a	separate line for	r each class of secu	rities beneficia	ılly o	wned direc	etly or	•							
						conta	ained ir	this fo	orm are	not req	uired to re	espond unl	ess	EC 1474 (9- 02)
										ly Owned	l			
Derivative Conversion		se (Month/Day/Year) any (Month/Day/Y		rear) (Instr. 8) Gec (Ac) Disp (Instr. 8) Sec (A) Disp of (Instr. 8)		of and E Derivative (Mon Securities Acquired A) or Disposed of (D) Instr. 3,		Expiration Date Amounth/Day/Year) Amounth/Day/Year) Amounth/Day/Year)		ount of erlying irities		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire	Ownership (Instr. 4)
						Date		Expiratio	on	Amount or Number				
	Stock Report on a second or Exercise Price of Derivative	Iliam H O (First) NOVATION DRIVE #2 (Street) JKEE, WI 53226 (State) ecurity Stock Report on a separate line for the second or Exercise Price of Derivative 3. Transaction Date (Month/Day/Y	Iliam H O (First) (Middle) NOVATION DRIVE #300 (Street) UKEE, WI 53226 O (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 02/02/2012 Report on a separate line for each class of security Table II - E (execution Date (Month/Day/Year)) 2. Trable II - E (execution Date (Month/Day/Year)) Table II - D (execution Date (Month/Day/Year))	Illiam H (First) NOVATION DRIVE #300 (Street) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (A. If Amendment of Early (2)/02/2012 (Street) (A. If Amendment of Early (2)/02/2012 (Street) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. If Amendment of Early (2)/02/2012 (A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (A. Deemed Execution Date (e.g., puts, calls of Early (e.g., puts, calls of Early (Month/Day/Year) (Month/Day/Year) (Instr. 8)	Iliam H O (First) NOVATION DRIVE #300 (Street) (Street) (Street) (Street) (Street) (Street) (A. If Amendment, 1. If Amendment, 2. If Amendment, 3. Date of Earliest 02/02/2012 (Street) (Street) 4. If Amendment, 3. Date of Earliest 02/02/2012 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Stock 02/02/2012 Table II - Derivative Securities beneficially of Execution Date, if any (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, ward of Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8)	Iliam H (First) (NOVATION DRIVE #300 (Street) (Street) (Street) (Street) (Street) (Street) (State) (Zip) (Zip) (State) (Zip) (State) (Zip) (State) (An Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code Stock (Date) (State) (State) (State) (Zip) (An Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opt of Code (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8)	TELKONET INC [TKOI]	Code V Amount	Code Code	Iliam H	TELKONET INC [TKOI] X Direct Office Of	TELKONET INC [TKO] X_Director Officer (give title belef NOVATION DRIVE #300 3. Date of Earliest Transaction (Month/Day/Year) 02/02/2012 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Individual or Joint/X_Form filed by More than Date (Month/Day/Year) 7. Table I - Non-Derivative Securities Acquired, Disposed of, or ecurity 2. Transaction Date (Month/Day/Year) 2. Transaction (Instr. 3, 4 and 5) 3. Transaction (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5) 5. Amount of Securities (Instr. 3, 4 and 5) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 5) 5. Amount of Securities (Instr. 3, 4 and 5) 5. Amount of Securities (Instr. 3, 4 and 5) 5. Amount of Securities (Instr. 3, 4 and 5) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 5) 5. Amount of Securities (Instr. 3, 4 and 5) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount of Securities (Instr. 3, 4 and 4) 5. Amount	TELKONET INC [TKO] TELKONET INC TKO] TELKONET INC TRO TELKONET INC TRO TELKONET INC TKO] TELKONET INC TRO TELKONET INC TRO TELKONET INC TKO] TELKONET INC TELKONET	Check all applicable Check all all all all all all all all all al

Barretta Orana Nama (Addana	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Davis William H 10200 INNOVATION DRIVE #300 MILWAUKEE, WI 53226	X					

Signatures

/s/ James J. Schilling, power of attorney	02/02/2012
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).
- $\textbf{(1)} \ Table \ I, \ Item \ 4 Represents \ sale \ by \ the \ reporting \ person \ on \ the \ open \ market \ per \ Rule \ 10b \ 5-1.$

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.