

Sobieski Jeff
Form 4
November 19, 2009

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sobieski Jeff

(Last) (First) (Middle)

10200 INNOVATION DR., STE.
300

(Street)

MILWAUKEE, WI 53226

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TELKONET INC [TKOI.PK]

3. Date of Earliest Transaction
(Month/Day/Year)

11/16/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities 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)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Series A Convertible Redeemable Preferred Stock	11/16/2009		P	4 A 11	756,899	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Deri Secu (Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 0.33	11/16/2009		P		30,304		(2)	(2)	Common Stock	30,304

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sobieski Jeff 10200 INNOVATION DR., STE. 300 MILWAUKEE, WI 53226			COO	

Signatures

/s/ Jeffrey J.
Sobieski

11/19/2009

__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).

Item 4, Table I -- The reported securities are included within 4 Units purchased by the reporting person for \$ 5,000 per Unit. Each Unit consists of 1 share of Series A Convertible Redeemable Preferred Stock, which is convertible into 13,774 shares of common stock at approximately \$0.363 per share, and one warrant to purchase 7,576 shares of common stock at \$0.33 per share.

(2) Item 6, Table II -- The warrants are exercisable at any time and from time to time on or after the issuance date (such issuance date currently anticipated to be November 19, 2009) and through and including the fifth anniversary of the issuance date.

Item 8, Table II -- The reported securities are included within 4 Units purchased by the reporting person for \$ 5,000 per Unit. Each Unit consists of 1 share of Series A Convertible Redeemable Preferred Stock, which is convertible into 13,774 shares of common stock at approximately \$0.363 per share, and one warrant to purchase 7,576 shares of common stock at \$0.33 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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