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TELKONET INC  
Form 8-K  
May 21, 2004

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

May 19, 2004  
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(Date of earliest event reported)

TELKONET, INC.  
(Exact Name of Registrant as Specified in Its Charter)

UTAH  
(State of Other Jurisdiction  
of Incorporation)

000-27305  
(Commission File No.)

87-0627421  
(I.R.S. Employer  
Identification No.)

902-A COMMERCE ROAD, ANNAPOLIS, MARYLAND 21401  
(Address of Principal Executive Offices)

410-897-5900  
(Registrant's Telephone Number)

ITEM 5. OTHER EVENTS.  
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On May 19, 2004 The Company issued a letter to their shareholders. The Company's Letter to the shareholders announcement is included in the press release attached as Exhibit 99.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.  
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- (a) No financial statements are required to be filed as part of this Current Report on Form 8-K.
- (b) No pro forma financial information is required to be filed as part of this Current Report on Form 8-K.
- (c) The following exhibit is filed as part of this Current Report on Form 8-K:

99 Press Release dated May 19, 2004

ITEM 9. REGULATION FD DISCLOSURE.  
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The Company is furnishing under Item 9 of this Current Report on Form 8-K the information included as Exhibit 99 to this report, which is hereby incorporated herein by reference. Exhibit 99 is the Company's press release announcing a letter the Company's shareholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 19, 2004

TELKONET, INC.

/s/ Ronald W. Pickett  
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Ronald W. Pickett  
Chief Executive Officer