

MSTI Holdings, Inc.
 Form 3
 March 04, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

TELKONET INC

(Last) (First) (Middle)

20374 SENECA MEADOWS PARKWAY

(Street)

GERMANTOWN, MD 20876

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

02/26/2009

3. Issuer Name and Ticker or Trading Symbol
 MSTI Holdings, Inc. [MSHI.OB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock par value \$0.001	15,543,000 ⁽¹⁾	D	∆

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TELKONET INC 20374 SENECA MEADOWS PARKWAY GERMANTOWN, MD 20876	Â	Â X	Â	Â

Signatures

/s/ Richard J. Leimbach, CFO,
Telkonet, Inc. 03/04/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) On February 26, 2009, Telkonet, Inc. reported on Form 8-K the sale of two million, eight hundred thousand (2,800,000) shares of MSTI Holdings, Inc. common stock. Following this transaction, Telkonet, Inc. now holds fifteen million, five hundred and forty three thousand (15,543,000) shares of MSTI Holdings, Inc. common stock, which represents forty nine percent (49%) of the outstanding common stock of MSTI Holdings, Inc.

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.