

Leimbach Richard J
 Form 4
 November 19, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 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, 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 *
 Leimbach Richard J

(Last) (First) (Middle)

20374 SENECA MEADOWS
 PARKWAY

(Street)

GERMANTOWN, MD 20374

(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
 Officer (give title below) _____ Other (specify below)
 CFO

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 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	2 A	378,548	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Leimbach Richard J - Form 4

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Warrants	\$ 0.33	11/16/2009		P	15,152	(2) (2)	Common Stock	15,152

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leimbach Richard J 20374 SENECA MEADOWS PARKWAY GERMANTOWN, MD 20374			CFO	

Signatures

/s/ Richard J.
Leimbach

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).

(1) Item 4, Table I -- The reported securities are included within 2 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.

(3) Item 8, Table II -- The reported securities are included within 2 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. 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.