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Koch Matth Form 4 April 04, 20											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	UNITED	STATES		RITIES A shington		N OMB Number:	3235-0287				
Check t if no los subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	MENT O rsuant to S (a) of the l 30(h)	Estimated burden hou response	urs per							
(Print or Type	Responses)										
Koch Matthew Symbo				er Name an			5. Relationship of Reporting Person(s) to Issuer				
(Lost)	TELKONET INC [TKOI] 3. Date of Earliest Transaction				(Check all applicable)						
(M				Day/Year) 2012	ransaction		Director 10% Owner X Officer (give title Other (specify below) below) Executive V.P. Of Operations				
				endment, D onth/Day/Yea	-	ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MILWAU	KEE, WI 53226						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	eport on a separate line	e for each cl	ass of sec	urities bene	•	•	or indirectly. spond to the colle	ction of	SEC 1474		
					inform	nation cont	ained in this form	aro not	(0, 02)		

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year) (Instr. 8)			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) (1)	\$ 0.185	04/02/2012			А		74,493		<u>(2)</u>	<u>(3)</u>	Common	74,493
Report	ting Ow	ners										
Reporting Owner Name / Address			Director	10% Owne	Relationships					Other		
Koch Matthew 10200 INNOVATION DRIVE #300 MILWAUKEE, WI 53226					Executive V.P. Of Operations							

Signatures

/s/ Matthew 04/03/2012 Koch 04/03/2012

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) Options granted pursuant to Senior Management Executive Incentive Plan.
- (2) Options vest immediately.
- (3) This option expires on the earlier of the ten year anniversary or 180 days from employment separation.

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.

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