

Mobiquity Technologies, Inc.
 Form 4/A
 June 20, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Arnost Thomas M

2. Issuer Name and Ticker or Trading Symbol
 Mobiquity Technologies, Inc.
 [MOBQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 600 OLD COUNTRY ROAD,
 SUITE 541
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2013

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

GARDEN CITY, NY 11530

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/13/2013

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

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|----------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|----------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | |
|---------------------------------|--|----------------------|-----------------|---|------------------|---------------------------|--------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Convertible Note ⁽¹⁾ | \$ 0.3 | 12/11/2013 | P | 1,166,667 | 12/11/2013 | 12/12/2014 ⁽²⁾ | Common Stock |
| Options | \$ 0.4 | 12/13/2013 | A | 250,000 | 12/13/2013 | 12/12/2023 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Arnost Thomas M
600 OLD COUNTRY ROAD, SUITE 541
GARDEN CITY, NY 11530

Director 10% Owner Officer Other

X

Signatures

/s/ Thomas N.
Arnost

06/20/2014

**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).

Mr. Arnost purchased from the issuer's secured lender a promissory note in the principal amount of \$350,000, which is convertible at \$.30 per share into 1,166,667 shares. The foregoing table does not reflect the possible conversion of accrued interest on the note into additional shares of common stock at the same conversion price.

(2) The expiration date of this note was extended on June 12, 2014 for an additional six months.

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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