PAONI ANTHONY J Form 4/A August 31, 2011

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

1(b).

Stock

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * PAONI ANTHONY J (Last) (First) (Middle)			Symbol	2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKOLOB]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction									
(Last)	(First)	(Middle)				insaction				100		
40000 7777			(Month/D	•)				_X_ Director		Owner	
10200 INNC	OVATION DE	R. #300	03/31/20	011					Officer (give below)	below)	er (specify	
(Street)			4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line)				
			04/20/20	011					_X_ Form filed by 0			
MILWAUK	EE, WI 53226	5							Form filed by N Person	More than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Noi	n-De	erivative Se	curiti	es Acqı	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction I	Date 2A. Dee	emed	3.		4. Securitie	s Acq	uired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Ye	Month/Day/Year) Execut		on Date, if Transaction(A) or Disposed of (D)			of (D)	Securities Form: Direct Indirect				
(Instr. 3)	any		Code (Instr. 3, 4 and 5)				Beneficially	(D) or	Beneficial			
		(Month/	/Day/Year)	(Instr.	8)				Owned	Indirect (I)	Ownership	
									Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported			
							or		Transaction(s)			
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	03/31/2011			A		103,428	A	<u>(1)</u>	704,035	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)

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

Edgar Filing: PAONI ANTHONY J - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercis	sable and	7. Title and	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	e	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Yo	ear)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative		•		Securities	S		(Instr. 3 ar	nd 4)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Data I	7mimatian	Title Am	avet	
				Code V	(A) (D)			Title Am	lount	
						Exercisable I	Date	or	1	
									mber	
								of		
								Sha	res	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PAONI ANTHONY J 10200 INNOVATION DR. #300 MILWAUKEE, WI 53226	X						

Signatures

/s/ James J. Schilling by Power of 08/31/2011 Attorney

> **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).

Table I, Item 4 -- Shares issued pursuant to the Telkonet, Inc. director compensation policy pursuant to which non-employee directors are compensated Four Thousand Dollars (\$4,000) per month to be accrued and paid through the quarterly issuance of unrestricted **(1)** Telkonet, Inc. common stock, par value, \$0.001. Each monthly component to be valued at the closing price of the Company's common stock as of the 15th day of each respective month.

Remarks:

This form is revised solely to reflect the correct amount of securities beneficially owned following reported transactions (columns to the correct amount of securities beneficially owned following reported transactions (columns to the correct amount of securities beneficially owned following reported transactions (columns to the correct amount of securities beneficially owned following reported transactions (columns to the correct amount of securities beneficially owned following reported transactions (columns to the correct amount of securities beneficially owned following reported transactions (columns to the correct amount of securities beneficially owned following reported transactions (columns to the correct amount of securities beneficially owned following reported transactions (columns to the correct amount of securities beneficially owned following reported transactions (columns to the columns to the

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.

Reporting Owners 2