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LEDWICK TIM	S									
Form 4 October 03, 2012										
									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	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								Expires:January 31, 2005Estimated average burden hours per response0.5	
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> LEDWICK TIM S			2. Issuer Name and Ticker or Trading Symbol TELKONET INC [TKOI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 10200 INNOVATION DRIVE, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 10/01/2012			X Director	X_ Director 10% Owner Officer (give title Other (specify			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
MILWAUKEE,	WI 53226						Person	where than one R	eporting	
(City) (State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned	
	nsaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
	a separate nic				Perso inform requir	ns who res nation cont ed to resp ys a curre	spond to the collect tained in this form ond unless the for ntly valid OMB con	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Acquired Disposed (Instr. 3, 4 5)	of (D)				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) (1)	\$ 0.187	10/01/2012		A	100,000		(2)	<u>(3)</u>	Common Stock	100,000

Other

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer			
LEDWICK TIM S 10200 INNOVATION DRIVE SUITE 300 MILWAUKEE, WI 53226	Х					
Signatures						
/s/ James J. Schilling, power of attorney		10/03/2	012			

<u>**</u>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) Options granted pursuant to the 2012 Board of Directors Compensation Policy.
- (2) Options vest quarterly over 5 years.
- (3) This option expires on the earlier of the ten year anniversary or one year 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.