

SMITH E BERRY
Form 3
December 20, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

SMITH E BERRY

(Last)

(First)

(Middle)

20374 SENECA MEADOWS
PARKWAY

(Street)

GERMANTOWN, MD 20876

(City)

(State)

(Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)

01/01/2003

3. Issuer Name and Ticker or Trading Symbol
TELKONET INC [TKO]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Chief Financial Officer

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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(Instr. 5)

Option to Purchase	03/31/2003	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	06/30/2003	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	09/30/2003	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	12/31/2003	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	03/31/2004	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	06/30/2004	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	09/30/2004	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	12/31/2004	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	03/31/2005	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	06/30/2005	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â
Option to Purchase	09/30/2005	01/01/2013	Common Stock par value \$0.001	41,667	\$ 1	D	Â

Option to Purchase	12/31/2005	01/01/2013	Common Stock par value \$0.001	41,663	\$ 1	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH E BERRY 20374 SENECA MEADOWS PARKWAY GERMANTOWN, MD 20876	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ E. Barry Smith	12/20/2005
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**Signature of Reporting Person	Date
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Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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