

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

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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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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

__Signature of
Reporting Person

Date

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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