

TELKONET INC  
Form 8-K  
February 21, 2007

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

FORM 8-K

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): February 21, 2007

Telkonet, Inc.

(Exact name of registrant as specified in its charter)

Utah  
(State or Other Jurisdiction  
of Incorporation)

000-27305  
(Commission File Number)

87-0627421  
(IRS Employer  
Identification No.)

20374 Seneca Meadows Parkway, Germantown, MD  
(Address of Principal Executive Officers)

20876  
(Zip Code)

Registrant's telephone number, including area code: (240) 912-1800

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01. OTHER EVENTS**

On February 21, 2007, Telkonet, Inc. issued a shareholder letter providing an update on the company's strategic direction.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

- (a) No financial statements are required to be filed as part of this report.
- (b) No pro forma financial information is required to be filed as part of this report.
- (c) The following exhibit is filed as part of this report:

99.1 Shareholder letter dated February 21, 2007

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 21, 2007

By: /s/ Richard J. Leimbach

Richard J. Leimbach

Vice President Finance