

Mobiquity Technologies, Inc.
 Form 4
 April 22, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Arnost Thomas M

2. Issuer Name and Ticker or Trading Symbol
 Mobiquity Technologies, Inc.
 [MOBQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 600 OLD COUNTRY ROAD,
 SUITE 541
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/22/2015

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

GARDEN CITY, NY 11530

4. 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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date | 7. Title Underly |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3) | | | |
|----------------------|--|----------------------|-----------------|--------------------------------------|------------------|---------------------------|-----------------|--------------|--|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Common Stock Options | \$ 0.3 | 04/22/2015 | A | 125,000 | | 04/22/2015 ⁽³⁾ | 04/22/2020 | Common Stock | |
| Common Stock Options | \$ 0.3 | 04/22/2015 | A | 100,000 | | 04/22/2015 ⁽³⁾ | 04/22/2025 | Common Stock | |
| Common Stock Options | \$ 1 | 04/22/2015 | D | | 1,350,000 | 07/17/2014 | 04/17/2015 | Common Stock | |
| Common Stock Options | \$ 0.3 | 04/22/2015 | A | 4,500,000 | | 04/22/2015 | 12/31/2015 | Common Stock | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Arnost Thomas M
600 OLD COUNTRY ROAD, SUITE 541 X
GARDEN CITY, NY 11530

Signatures

/s/ Thomas N. Arnost 04/22/2015

**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) Not applicable.
- (2) Includes shares issuable upon exercise of notes (1,073,333 shares), options (1,500,000 shares), warrants (1,000,001 shares) and 4,500,000 shares issuable in the event Mr. Arnost agrees to convert \$1,350,000 which Mr. Arnost provided pursuant to a letter of credit.
- (3) These options are exercisable the later of April 22, 2015 or stockholder approval of an increase in the authorized number of shares, subject to the Issuer's 2009 Plan.

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.