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Mobiquity Technologies, Inc. Form 4/A February 25, 2015

Form 4/A February 2	5 2015										
									OMB A	PPROVAL	
FORI	UNITED	STATES		RITIES A			GE COM	MISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16.							January 31 Expires: 2005 Estimated average burden hours per response 0.5				
(Print or Type	e Responses)										
1. Name and McDonnel	Address of Reporting	Person <u>*</u>	Symbol	er Name an uity Tech Q]			5. Re Issue	r	Reporting Per		
(Last) 600 OLD SUITE 54	COUNTRY ROA	Middle) D,		of Earliest T Day/Year) 2014	ransactior	1	X_ below	_ Director _ Officer (give /)		6 Owner er (specify	
(Street) GARDEN CITY, NY 11530			4. If Amendment, Date Original Filed(Month/Day/Year) 12/22/2014				Appli _X_ F F	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securitie	es Acquired,	Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securi	ties 1 (A) or 1 of (D) 4 and 5) (A) or	5. Amo Securiti Benefic Owned Followi Reporte Transac (Instr. 3	unt of 6. es F ially (I ng (I d tion(s)	Ownership orm: Direct D) or Indirect	7. Nature of Indirect	
Reminder: R	eport on a separate line	e for each cla	ass of sec	urities bene	-		-	-			
					infor	mation c	ontained in	the collect this form a ess the forn	are not	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 Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securi

number.

displays a currently valid OMB control

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (A) or Dis (D) (Instr. 3, 4	-	(Month/Day/Y	Tear)	(Instr. 3 and	4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Common Stock Options	\$ 0.35	12/19/2014		A	50,000		01/02/2015	12/19/2024	Common Stock	50,
Common Stock Options	\$ 1	12/19/2014		D		50,000	01/03/2005	01/03/2015	Common Stock	50,

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
McDonnell Sean 600 OLD COUNTRY ROAD, SUITE 541 GARDEN CITY, NY 11530			CFO		
O					

Signatures

/s/ Sean	
McDonnell	02/25/2015
<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) Not applicable.

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.