

Mobiquity Technologies, Inc.
 Form 4
 February 13, 2017

FORM 4

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

OMB APPROVAL

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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)
 11/23/2016

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	11/23/2016		X		1,400,000	A	\$ 0.05
					2,900,002	D	

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Options	\$ 0.6	11/23/2016		X	200,000	12/20/2011	12/20/2016	Common Stock	200,000
Common Stock Options	\$ 0.75	11/23/2016		X	50,000	05/07/2012	05/07/2022	Common Stock	50,000
Common Stock Warrants	\$ 0.5	11/23/2016		X	166,667	01/11/2013	12/15/2017	Common Stock	166,667
Common Stock Options	\$ 0.25	11/23/2016		X	50,000	02/13/2013	02/13/2023	Common Stock	50,000
Common Stock Warrants	\$ 0.5	11/23/2016		X	166,667	05/30/2013	12/15/2017	Common Stock	166,667
Common Stock Options	\$ 0.4	11/23/2016		X	250,000	12/13/2013	12/13/2023	Common Stock	250,000
Common Stock Warrants	\$ 0.5	11/23/2016		X	166,667	02/14/2014	12/15/2017	Common Stock	166,667
Common Stock Options	\$ 0.59	11/23/2016		X	100,000	03/01/2014	03/01/2024	Common Stock	100,000
Common Stock Options	\$ 0.5	11/23/2016		X	250,000	07/16/2014	07/16/2024	Common Stock	250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arnost Thomas M 600 OLD COUNTRY ROAD, SUITE 541 GARDEN CITY, NY 11530	X	X	Executive Vice Chairman	

Signatures

/s/ Thomas N.
Arnost

02/10/2017

__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 (1,610,000 shares), options (1,350,000 shares), warrants (500,000) and 6,750,000 shares issuable in the event Mr. Arnost agrees to convert \$1,350,000 which Mr. Arnost provided pursuant to a letter of credit.

Remarks:

All options/warrants were exercised on November 23, 2016 at a reduced price of \$.05 per share.

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.