

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Rhodes John D			2. Issuer Name and Ticker or Trading Symbol BEACON ENTERPRISE SOLUTIONS GROUP INC [BEAC.OTC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2007			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) 3615 WOODSIDE PLACE			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City)	(State)	(Zip)	LOUISVILLE, KY US 40218					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	02/20/2007	02/20/2007	A		300,000	A	\$ 1	300,000	D	
Common Stock (1)	02/26/2010	02/26/2010	P		10,000	A	\$ 1.32	310,000	D	
Common Stock (1)	06/18/2010	06/18/2010	P		25,000	A	\$ 1.03	335,000	D	
Common Stock (1)	08/23/2010	08/23/2010	P		75,000	A	\$ 0.50	410,000	D	
Common Stock (1)	05/23/2012	05/23/2012	P		25,000	A	\$ 0.068	435,000	D	
Series B convertibel preferred stock, \$1,000 stated value	07/14/2008	07/14/2008	A		400	A	\$ 1,000	400	D	
Series B convertibel preferred stock, \$1,000 stated value	02/16/2009	02/16/2009	A		300	A	\$ 1,000	700	D	

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

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

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 Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Equity financing arrangement Warrants - #2	\$ 1	12/31/2008	12/31/2008	A		16,667		12/31/2008	12/31/2013	Common Stock (1)	16,667	\$ 1	249,998 (2)	D	
Equity Financing Warrants	\$ 1	08/20/2008	08/20/2008	A		100,000		08/20/2008	08/20/2013	Common stock (1)	100,000	\$ 1	100,000	D	
Bridge Warrants	\$ 1	11/20/2008	11/20/2008	A		28,000		11/20/2008	11/20/2013	Common Stock (1)	28,000	\$ 1	173,000 (3)	D	
Equity financing Warrants - #3	\$ 1	09/09/2009	09/09/2009	A		33,333		09/09/2009	09/09/2014	Common stock (1)	33,333	\$ 1	366,664 (4)	D	
Compensatory Warrants	\$ 1	03/26/2008	03/26/2008	A		300,000		03/26/2008	03/26/2013	Common stock (1)	300,000	\$ 1	300,000	D	
Bridge Warrants - #2	\$ 1	08/07/2009	08/07/2009	A		25,000		08/07/2009	08/07/2014	Common stock (1)	25,000	\$ 1	25,000	D	
Bridge Warrants - #2	\$ 1	10/06/2009	10/06/2009	A		37,500		10/06/2009	10/06/2014	Common stock (1)	37,500	\$ 1	62,500	D	
Bridge Warrants - #2	\$ 1	11/05/2009	11/05/2009	A		50,000		11/05/2009	11/05/2014	Common stock (1)	50,000	\$ 1	112,500	D	
Series B Convertible	\$ 1	07/14/2008	07/14/2008	A		444,444		07/14/2008	07/14/2013	Common	444,444	\$ 1	444,444 (5)	D	

Preferred Stock									stock (1)					
Series B Convertible Preferred Stock	\$ 1	02/16/2009	02/16/2009	A	333,333	02/16/2009	02/16/2009	Common stock (1)	333,333	\$ 1	777,777 (5)	D		
Series B Convertible Preferred Stock Warrant	\$ 1	07/14/2008	07/14/2008	A	200,000	07/14/2008	07/14/2013	Common stock (1)	200,000	\$ 1	200,000 (6)	D		
Series B Convertible Preferred Stock Warrant	\$ 1	02/16/2009	02/16/2009	A	150,000	02/16/2009	02/16/2009	Common stock (1)	150,000	\$ 1	350,000 (6)	D		
Convertible Note Warrants	\$ 1	12/20/2007	12/20/2007	A	166,667	12/20/2007	12/20/2012	Common stock (1)	166,667	\$ 1	166,667	D		
Credit Facility Warrants	\$ 1	12/31/2010	12/31/2010	A	75,000	12/31/2010	12/31/2015	Common stock (1)	75,000	\$ 1	75,000	D		
Credit Facility Warrants	\$ 1	01/31/2011	01/31/2011	A	15,000	01/31/2011	01/31/2011	Common stock (1)	15,000	\$ 1	90,000	D		
Credit Facility Warrants	\$ 1	02/28/2011	02/28/2011	A	15,000	02/28/2011	02/28/2011	Common Stock (1)	15,000	\$ 1	105,000	D		
Credit Facility	\$ 1	03/31/2011	03/31/2011	A	15,000	03/31/2011	03/31/2011	Common Stock (1)	15,000	\$ 1	120,000	D		
Credit Facility Warrants	\$ 1	06/30/2011	06/30/2011	A	45,000	06/30/2011	06/30/2011	Common Stock (1)	45,000	\$ 1	165,000	D		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhodes John D 3615 WOODSIDE PLACE LOUISVILLE, KY US 40218	X			

Signatures

Greg Guilford	05/23/2012
<small>Signature of Reporting Person</small>	<small>Date</small>

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) Par value \$0.001 per share

(2) Warrants awarded in increments of 33,333 per month for duration of Equity Financing Arrangement. Awards were made monthly from 6-15-2008 to 12-15-2008 for a total of 233,331 warrants issued. The Arrangement was terminated on 12/31/2008 thereby another 16,667 warrants were issued for the 15 days between 12/15 and 12/31 for a total of 250,000.

(3) 125,000 Bridge Warrants issued at inception of Bridge Note with 20,000 warrants issued in increments of 2,000 monthly from 2/15 to 11/15/2008. Remaining warrants of 28,000 issued on 11/20/2008 for a total of 173,000 Bridge Warrants issued.

(4) Equity Financing Warrants - #3 awarded in initial increment of 100,000 on 1/9/2009 at inception of Equity Financing Arrangement and thereafter in increments of 33,333 monthly from 2/9 to 9/9/2009 for total warrants issued of 366,664.

(5) Each Series B Preferred Stock is convertible into Common Stock at a ratio of 1:1,111.

(6) Each Series B Convertible Preferred Stock carries a warrant convertible into 1/2 share of Common Stock.

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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