
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: **May 18, 2005**
(Date of Earliest Event Reported)



INTEGRATED ALARM SERVICES GROUP, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-50343
(Commission File Number)

42-1578199
(I.R.S. Employer
Identification No.)

One Capital Center, 99 Pine Street 3rd Floor, Albany, NY 12207
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(518) 426-1515**

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:

- 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 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.

On March 28, 2005, we were notified by NASDAQ that they had not received the Form 10-K as required by Marketplace Rule 4310(c)(14). Accordingly, we were informed by Nasdaq that our common stock would be delisted from The Nasdaq Stock Market, unless we requested a hearing in accordance with Nasdaq Marketplace Rules. We attended such a hearing on April 28, 2005 and, as a result, were notified on May 9, 2005 that we had been granted an extension until June 27, 2005 to file our Form 10-K for the year ended December 31, 2004 and our Form 10-Q for the quarter ended March 31, 2005. We were notified by NASDAQ on May 18, 2005 that we had failed to timely file our Form 10-Q for the quarterly period ended March 31, 2005. This failure to file was anticipated, disclosed to the NASDAQ Listing Qualifications Panel and given proper consideration in the decision reached by the panel on May 9, 2005. The press release dated May 23, 2005, attached hereto as Exhibit 99.1, is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) None
- (b) None
- (c) Exhibits

The following document is included as an exhibit to this Form 8-K. Any exhibit below incorporated by reference herein is indicated as such by the information supplied in the parenthetical thereafter. If no parenthetical appears after an exhibit, such exhibit is filed or furnished herewith.

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
99.1	Press Release dated May 23, 2005

SIGNATURES

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

INTEGRATED ALARM SERVICES GROUP, INC.

By: /s/ Timothy M. McGinn
Timothy M. McGinn
Chairman and Chief Executive Officer

Dated: May 24, 2005