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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person * <u>Goldfarb Adrian Graham</u> (Last) (First) (Middle) <u>7660 CENTURION PARKWAY</u> <u>SUITE 100</u> (Street) <u>JACKSONVILLE FL 32256</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/29/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>DUOS TECHNOLOGIES GROUP, INC. [DUOT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, \$0.001 par value</u>	<u>10,079</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Options to Purchase Shares of Common Stock</u>	<u>04/01/2020</u>	<u>04/01/2025</u>	<u>Common Stock, \$0.001 par value</u> <u>18,929</u>	<u>6</u>	<u>D</u>	
<u>Options to Purchase Shares of Common Stock</u>	<u>(1)</u>	<u>04/01/2025</u>	<u>Common Stock, \$0.001 par value</u> <u>18,929</u>	<u>4.74</u>	<u>D</u>	
<u>Options to Purchase Shares of Common Stock</u>	<u>(2)</u>	<u>01/01/2027</u>	<u>Common Stock, \$0.001 par value</u> <u>75,000</u>	<u>6.41</u>	<u>D</u>	
<u>Options to Purchase Shares of Common Stock</u>	<u>(3)</u>	<u>04/01/2028</u>	<u>Common Stock, \$0.001 par value</u> <u>28,417</u>	<u>4.22</u>	<u>D</u>	

Explanation of Responses:

- These options were granted on April 1, 2020. Options to purchase 9,465 shares of Common Stock vested and became exercisable on January 1, 2021, and options to purchase 9,464 shares of Common Stock vested and became exercisable on January 1, 2022.
- These options were granted on January 1, 2022. As of the date hereof, options to purchase 50,002 shares of Common Stock have vested and are exercisable. The remaining options will vest and become exercisable on January 1, 2025.
- These options were granted on April 1, 2023. As of the date hereof, options to purchase 9,473 shares have vested and are exercisable. One-half of the remaining options will vest and become exercisable on April 1, 2025, and the other half will vest and become exercisable on April 1, 2026.

Remarks:

Mr. Goldfarb previously served as Chief Financial Officer of the Issuer through November 15, 2022. He was re-appointed as Chief Financial Officer effective April 29, 2024.

/s/ Adrian G. Goldfarb 05/01/2024
 ** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.