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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Goldfarb Adrian Graham</u> _____ (Last) (First) (Middle) 7660 CENTURION PARKWAY SUITE 100 _____ (Street) JACKSONVILLE FL 32256 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DUOS TECHNOLOGIES GROUP, INC. [ DUOT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><b>CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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, \$0.001 par value <sup>(1)</sup>	01/01/2025		A <sup>(1)</sup>		441,275	A	(1)	441,275	D		
Common Stock, \$0.001 par value								11,062	D		

**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 Securities Underlying Derivative 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options to Purchase Common Stock	\$6	12/31/2024		J <sup>(2)</sup>			18,929	04/01/2020	04/01/2025	Common Stock, \$0.001 par value	18,929	(2)	0	D	
Options to Purchase Common Stock	\$4.74	12/31/2024		J <sup>(2)</sup>			18,929	(3)	04/01/2025	Common Stock, \$0.001 par value	18,929	(2)	0	D	
Options to Purchase Common Stock	\$6.41	12/31/2024		J <sup>(2)</sup>			75,000	(4)	01/01/2027	Common Stock, \$0.001 par value	75,000	(2)	0	D	
Options to Purchase Common Stock	\$4.22	12/31/2024		J <sup>(2)</sup>			28,417	(5)	04/01/2028	Common Stock, \$0.001 par value	28,417	(2)	0	D	

**Explanation of Responses:**

- The shares were granted pursuant to the Issuer's 2021 Equity Incentive Plan, as amended, and are subject to a three-year cliff vesting period. All of the shares vest on January 1, 2028.
- The options were cancelled as of December 31, 2024.
- 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 and one-third vested and became exercisable on each of January 1, 2023, 2024 and 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 would have vested and become exercisable on April 1, 2025 and the other half would have vested and become exercisable on April 1, 2026.

/s/ Adrian G. Goldfarb 01/30/2025  
 \*\* 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 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).

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.