

## **FORM 4**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

**OMB Number:** 3235-0287  
**Estimated average burden**  
**hours per response:** 0.5

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 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.

**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>	12/31/2025		A	V	228	A	\$6.171 <sup>(2)</sup>	228	D	
Common Stock, \$0.001 par value <sup>(3)</sup>	01/01/2026		A		150,000	A	<sup>(3)</sup>	150,000	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	Amount or Number of Shares		
Options to Purchase Shares of Common Stock	\$4.22								(4)	11/30/2028	Common Stock, \$0.001 par value	10,000	10,000	D

---

### Explanation of Responses:

1. The reporting person is voluntarily reporting the acquisition of shares of the Issuer's Common Stock pursuant to the Duos Technologies Group, Inc. Employee Stock Purchase Plan (the "ESPP"). The transaction is also exempt under Rule 16b-3(c).
2. In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the Common Stock on the relevant measurement date.
3. 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 December 31, 2028.
4. These options were granted on April 1, 2023. The options vest over three years, with one third vesting each year. As of the date hereof, options to purchase 6,667 shares have vested and are exercisable.

/s/ Leah F. Brown

01/27/2026

---

\*\* 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 is signed.**

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.