SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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.

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Recker Frank Douglas	DUOS TECHNOLOGIES GROUP, INC. [DUOT]	X Director; 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title below); Other (specify below)
6651 GATE PARKWAY, 4TH FLOOR	09/30/2026	Chief Executive Officer
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
JACKSONVILLE FL 32256	10/09/2026	X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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	09/30/2026		A(1)		2,799	A	$8.9339	2,799	D	
Common Stock, $0.001 par value								9,250	I	By IRA
Common Stock, $0.001 par value								400,000	D(2)	
Common Stock, $0.001 par value								880,000	D(3)	

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				

Explanation of Responses:

1. These shares were issued to Mr. Recker as compensation for his services as a Director of the Issuer.

2. These 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 these shares vest on January 1, 2028, subject to acceleration, under the terms of Mr. Recker's Employment Agreement, to April 1, 2027, if certain fiscal 2026 targets are achieved.

3. These shares were granted pursuant to the Issuer's 2021 Equity Incentive Plan, as amended, and are subject to cliff-vesting periods. The grant was in two tranches of 440,000 shares each, with each such tranche allocated (a) 40% to time-based restricted shares (176,000 shares per tranche), vesting on January 1, 2029 and January 1, 2030 (subject to acceleration, under the terms of Mr. Recker's Employment Agreement, to April 1, 2028 and April 1, 2029, respectively, if certain targets are achieved), and (b) 60% to performance-based restricted shares (264,000 shares per tranche), vesting upon certification of achievement of the applicable fiscal year's (2027 or 2028) respective targets.

Remarks:

This Amendment is being filed to reflect and include the 880,000 restricted shares of common stock granted to Mr. Recker on August 17, 2026 pursuant to the Issuer's 2021 Equity Incentive Plan, as amended.

/s/ Frank Douglas Recker — 10/15/2026

** 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 displays a currently valid OMB Number.