

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL	
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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person * PESSIN NORMAN H			2. Issuer Name and Ticker or Trading Symbol DUOS TECHNOLOGIES GROUP, INC. [DUOT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2020			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
400 E. 51ST STREET, PH 31			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) NEW YORK, NY 10022			(City)			(State)		
(City)			(State)			(Zip)		

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 (1)	02/13/2020		P		58,300	A	\$ 6 (1)	102,972	D	
Common Stock (1)								71,430	D (2)	
Common Stock (1)								75,002	D (3)	

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

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Series B Convertible Preferred Stock	\$ 7						(4)	(4)	Common Stock	243,572 (5)		1,705	D (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PESSIN NORMAN H 400 E. 51ST STREET PH 31 NEW YORK, NY 10022		X		
Pessin Brian L. 310 E. 75TH STREET APARTMENT 2A NEW YORK, NY 10021		X		

PESSIN SANDRA F 400 E. 51ST STREET PH 31 NEW YORK, NY 10022		X		
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Signatures

/s/ Norman H. Pessin		09/03/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>
/s/ Sandra F. Pessin		09/03/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>
/s/ Brian L. Pessin		09/03/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* 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).

- This Form 4 is filed jointly by Norman H. Pessin, Brian L. Pessin and Sandra F. Pessin (collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group, that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of common stock. Each Reporting Person disclaims
- (1) beneficial ownership of the shares of common stock reported herein except to the extent of his or her pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of common stock for purposes of Section 16 or for any other purpose.
 - (2) Shares beneficially owned by Sandra F. Pessin, Norman H. Pessin's spouse. Norman H. Pessin expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (3) Shares beneficially owned by Brian L. Pessin. Norman H. Pessin and Sandra F. Pessin expressly disclaim beneficial ownership of such shares.
- The Series B Convertible Preferred Stock ("Preferred Stock") is not currently exercisable due to a 4.99% beneficial ownership limitation with respect to Common Stock owned by Sandra
- (4) F. Pessin, affiliates of Sandra F. Pessin or members of a Group with Sandra F. Pessin. Such 4.99% beneficial ownership limitation can be increased to 9.99%. The Preferred Stock has no stated maturity date.
 - (5) Sandra F. Pessin owns 1,705 shares of Preferred Stock convertible into 243,572 shares of Common Stock.

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

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