

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* Fonda Blair Madison		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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Audit Committee Chairman	
(Last) 6622 SOUTHPOINT DRIVE S	(First) 	(Middle) 	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2020		Audit Committee Chairman
(Street) JACKSONVILLE, FL 32216			4. If Amendment, Date 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
(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, par value \$0.001	04/01/2020		A	(1)	537	A	\$ 4.66	6,996	D	
Common Stock, par value \$0.001	07/08/2020		A	(1)	544	A	\$ 4.6	7,540	D	

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	Title	Amount or Number of Shares				
Options to purchase Common Stock	\$ 14	04/01/2020		D		8,572	(2)	(2)	(2)	Common Stock	8,572	\$ 0	0	D	
Options to purchase Common Stock	\$ 6	04/01/2020		A		8,572	(2)		04/01/2020 04/01/2025	Common Stock	8,572	\$ 0	8,572	D	
Options to purchase Common Stock	\$ 4.74	04/01/2020		A		8,572		(3)	04/01/2025	Common Stock	8,572	\$ 0	17,144	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fonda Blair Madison 6622 SOUTHPOINT DRIVE S JACKSONVILLE, FL 32216	X			Audit Committee Chairman

Signatures

/s/ Blair Fonda	07/14/2020
Signature of Reporting Person	Date

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).
- (1) The shares were issued to Mr. Fonda as compensation shares for his services as a Director of the Issuer.
- (2) 8,572 previously issued Options to purchase shares of Common Stock were cancelled by the issuer, and 8,572 Options to purchase shares of Common Stock at a lower exercise price were issued as a replacement.
- (3) 4,286 Options to purchase Shares of Common Stock shall vest and become exercisable on 01/01/2021. The remaining 4,286 Options to purchase Shares of Common Stock shall vest and become exercisable on 01/01/2022.

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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