

# FORM 4

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

OMB APPROVAL	
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## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>PESSIN NORMAN H</b>			2. Issuer Name and Ticker or Trading Symbol <b>DUOS TECHNOLOGIES GROUP, INC. [DUOT]</b>			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) <b>10/01/2021</b>			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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					
NEW YORK, NY 10022								
(City)	(State)	(Zip)						

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 <a href="#">(1)</a>								102,972	D	
Common Stock <a href="#">(1)</a>								71,430	D <a href="#">(2)</a>	
Common Stock <a href="#">(1)</a>								75,002	D <a href="#">(3)</a>	

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	\$ 7					<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	243,572 <a href="#">(5)</a>		1,705	D <a href="#">(2)</a>	
Series C Convertible Preferred Stock	\$ 5.50					<a href="#">(6)</a>	<a href="#">(6)</a>	Common Stock	272,727 <a href="#">(7)</a>		1,500	D <a href="#">(2)</a>	
Series C Convertible Preferred Stock	\$ 5.50					<a href="#">(8)</a>	<a href="#">(8)</a>	Common Stock	90,909 <a href="#">(9)</a>		500	D <a href="#">(3)</a>	

## 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		

## Signatures

/s/ Norman H. Pessin		10/05/2021
 Signature of Reporting Person		Date
/s/ Sandra F. Pessin		10/05/2021
 Signature of Reporting Person		Date
/s/ Brian L. Pessin		10/05/2021
 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).

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 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.

(1) 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.

(2) Shares beneficially owned by Brian L. Pessin. Norman H. Pessin and Sandra F. Pessin expressly disclaim beneficial ownership of such shares.

(3) On October 1, 2021, Sandra L. Pessin and the Issuer agreed to increase the beneficial ownership limitation applicable to the Series B Convertible Preferred Stock ("Series B Preferred Stock") from 4.99% to 9.99% with respect to Common Stock owned by Sandra F. Pessin, affiliates of Sandra F. Pessin or members of a group with Sandra F. Pessin. As a result of this limitation, a portion of such shares of Series B Preferred Stock (convertible into 121,572 shares of Common Stock) are not currently convertible. The Series B Preferred Stock has no stated maturity date.

(4) Sandra F. Pessin owns 1,705 shares of Series B Preferred Stock convertible into 243,572 shares of Common Stock.

(5) On October 1, 2021, Sandra L. Pessin and the Issuer agreed to increase the beneficial ownership limitation applicable to the Series C Convertible Preferred Stock ("Series C Preferred Stock") from 4.99% to 19.99% with respect to Common Stock owned by Sandra F. Pessin, affiliates of Sandra F. Pessin or members of a group with Sandra F. Pessin. As a result, all of such shares of Series C Preferred Stock are now convertible into Common Stock. The Series C Preferred Stock has no stated maturity date.

(6) Sandra F. Pessin owns 1,500 shares of Series C Preferred Stock convertible into 272,727 shares of Common Stock.

(7) On October 1, 2021, Brian L. Pessin and the Issuer agreed to increase the beneficial ownership limitation applicable to the Series C Preferred Stock from 4.99% to 19.99% with respect to the Common Stock owned by Brian L. Pessin, affiliates of Brian L. Pessin or members of a group with Brian L. Pessin. As a result, all of such shares of Series C Preferred Stock are now convertible into Common Stock. The Series C Preferred Stock has no stated maturity date.

(8) Brian L. Pessin owns 500 shares of Series C Preferred Stock convertible into 90,909 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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