

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person * <u>PESSIN NORMAN H</u>  (Last) (First) (Middle) 400 E. 51ST STREET PH 31  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DUOS TECHNOLOGIES GROUP, INC. [ DUOT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/27/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 10/07/2022	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 <sup>(1)</sup>								57,972	D	
Common Stock <sup>(1)</sup>	09/27/2022		C		121,571	A	\$7	887,728	D <sup>(2)(4)</sup>	
Common Stock <sup>(1)</sup>	09/30/2022		P		333,334	A	\$3	1,221,062	D <sup>(2)(5)</sup>	
Common Stock <sup>(1)</sup>								180,911	D <sup>(3)</sup>	

**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
Series B Convertible Preferred Stock <sup>(4)</sup>	\$7	09/27/2022		C			851	(4)	(4)	Common Stock	121,571	\$0	0	D	

1. Name and Address of Reporting Person \*  
PESSIN NORMAN H  
 (Last) (First) (Middle)  
 400 E. 51ST STREET  
 PH 31  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
Pessin Brian L.  
 (Last) (First) (Middle)  
 65 E. 76TH STREET  
 APARTMENT 3DE  
 (Street)  
 NEW YORK NY 10021  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*

PESSIN SANDRA F

(Last) (First) (Middle)

400 E. 51ST STREET  
PH 31

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. 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.
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.
4. Sandra F. Pessin converted 851 shares of Series B Preferred Stock into 121,571 shares of Common Stock on September 27, 2022. The Series B Preferred Stock has no stated maturity date.
5. Sandra F. Pessin purchased 333,334 shares of Common Stock through a private placement on September 30, 2022.

/s/ Norman H. Pessin

10/06/2022

/s/ Sandra F. Pessin

10/06/2022

/s/ Brian L. Pessin

10/06/2022

\*\* 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.**