Souza Kenneth Form 4 November 04, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Souza Kenneth

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BIO KEY INTERNATIONAL INC [BKYI.OB]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

11/02/2009

Director 10% Owner X_ Officer (give title Other (specify below)

GM, Law Enf. & Chief Tech Off.

C/O BIO-KEY INTERNATIONAL. INC., 3349 HIGHWAY 138,

BUILDING D SUITE A

4. If Amendment, Date Original Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

WALL, NJ 07719

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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)

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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. 5. Number of TransactiorDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		Securities A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Stock Option (Right to Buy)	\$ 0.3	11/02/2009		A	185,714		<u>(1)</u>	05/02/2011	Common Stock	18
Stock Option (Right to Buy)	\$ 1.05	11/02/2009		D		300,000	(2)	10/04/2011	Common Stock	30
Stock Option (Right to Buy)	\$ 0.75	11/02/2009		D		250,000	(3)	03/28/2013	Common Stock	25

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Souza Kenneth C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING D SUITE A WALL, NJ 07719

GM, Law Enf. & Chief Tech Off.

Signatures

/s/ Kenneth S. 11/04/2009 Souza

**Signature of Date
Reporting Person

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 option is fully exercisable.
- (2) This option vested in three equal annual installments commencing on October 4, 2008.
- (3) This option vested in two equal annual installments commencing on March 28, 2007.
- (4) The reporting person agreed to the cancellation of options granted to him on September 15, 2004 and March 23, 2006 in exchange for a new option having a lower exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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