

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

Form: 3

Date Filed: 2004-10-06

Corporate Issuer CIK: 1019034

INITIAL STATEMENT OF 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 Souza Kenneth <small>(Last) (First) (Middle)</small> C/O BIO-KEY INTERNATIONAL, INC., 1285 CORPORATE CENTER DRIVE, SUITE 175 <small>(Street)</small> EAGAN, MN 55121 <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (Month/Day/Year) 10/04/2004	3. Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI.OB]
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <small>____ Director _____ 10% Owner</small> <small>X ____ Officer (give title below) _____ Other (specify below)</small> Chief Technology Officer
		5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <small>____ X ____ Form filed by One Reporting Person</small> <small>____ Form filed by More than One Reporting Person</small>

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Souza Kenneth C/O BIO-KEY INTERNATIONAL, INC. 1285 CORPORATE CENTER DRIVE, SUITE 175 EAGAN, MN 55121			Chief Technology Officer	

Signatures

/s/ Kenneth Souza	10/06/2004
<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 5(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).

Remarks:

No securities are beneficially owned.

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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