

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

Form: 3

Date Filed: 2004-10-06

Corporate Issuer CIK: 1019034

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FORM 3

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

OMB APPROVAL					
OMB Number:	3235-0104				
Estimated average bur	don houre				

per response..

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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)							
Name and Address of Reporting Person Souza Kenneth	2. Date of Event Requiring Statement (Month/Day/Year) 10/04/2004		Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI.OB]				
(Last) (First) (Middle) C/O BIO-KEY INTERNATIONAL, INC., 1285 CORPORATE CENTER DRIVE, SUITE 175			· ·	eporting Person(s) to k all applicable) 10% Owner elow)Other (specif	Filed(Month	5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street) EAGAN, MN 55121				echnology Officer	6. Individu	Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Beneficially Owned					
Title of Security (Instr. 4)	C	2. Amount of Secur Owned (Instr. 4)	Í	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock	ommon 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)							
		3. Title and Amou				6. Nature of Indirect Beneficial	
	and Expiration Date (Month/Day/Year) Underlying (Instr. 4)		tive Security	Derivative Security	Security: Direct (D)	Ownership (Instr. 5)	
	Date Expiration Exercisable Date	Title Amount or N	lumber of Shares		or Indirect (I) (Instr. 5)		

Reporting Owners

Reporting Owner Name / Address		Relationships					
		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
-Signature of Reporting Person	Date

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.

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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(Last) (First) (Middle) C/O BIO-KEY INTERNATIONAL, INC., 1285 CORPORATE CENTER DRIVE, SUITE 175				4. Relationship of F (Che DirectorX Officer (give title b	Filed(Mor	5. If Amendment, Date Original Filed(Month/Day/Year)			
(Street)					Technology Officer	chnology Officer 6. Individual or Join			cable
EAGAN, MN 55121					Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)			Tabl	e I - Non-Deriva	ative Securities	Beneficially O	wned		
1.Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)			ities Beneficially	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock		C			D				
Reminder: Report on a separate line for each class of securit	ies benefi	cially owner	d directly or indirec	ctly.				SEC 1473	(7-02)
Persons who respond to the a currently valid OMB control			nation contained i	in this form are not	t required to respon	d unless the form	displays		
			icially Owned (e.α	puts. calls. warra	ants, options, conve	ertible securities)	L		
1. Title of Derivative Security 2. (Instr. 4) ar	Date Exercisable and Expiration Date (Month/Day/Year)		Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative	Ownershi	of Indirect Beneficial p	
	Date Expiration Title Amount or I		lumber of Shares		or Indirect (I) (Instr. 5)				
Reporting Owners					_				
Reporting Owner Name / Address	Director	10% Own	Relationships er Officer		Other				
Souza Kenneth C/O BIO-KEY INTERNATIONAL, INC. 1285 CORPORATE CENTER DRIVE, SUITE 17 EAGAN, MN 55121		10% OWIT		nology Officer	III let				
Signatures									
'S/ Kenneth Souza 10/06/2004 Signature of Reporting Person Date									
Explanation of Responses:									
If the form is filed by more than one reporting person, see In Intentional misstatements or omissions of facts constitute F 78ff(a).		` ' ' '	tions. <i>See</i> 18 U.S.	C. 1001 and 15 U.S	S.C.				
Remarks: No securities are beneficially owned.									
Note: File three copies of this Form, one of which must be ma	nually sigi	ned. If spac	e is insufficient, Se	ee Instruction 6 for p	procedure.				
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