

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## BIO KEY INTERNATIONAL INC

**Form: 3**

**Date Filed: 2003-07-28**

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 FODERO RANDY	2. Date of Event Requiring Statement (Month/Day/Year) 07/18/2003	3. Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI]	
(Last) (First) (Middle)		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) VP, Sales and Marketing	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)	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, \$.01 par value	18,000	D	
Common Stock, \$.01 par value	10,000	I	By son (1)
Common Stock, \$.01 par value	8,000	I	By daughter (2)

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	
Stock Options (right to buy)	(3)	03/10/2006	Common Stock, \$.01 par value	300,000	\$ 0.39
				D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FODERO RANDY			VP, Sales and Marketing	

## Signatures

/s/ Randy Fodero	07/28/2003
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).

(1) These shares are owned by the reporting person's son and are held in a custodial account in the name of the reporting person's son. The reporting person disclaims beneficial ownership of these securities.

(2) These shares are owned by the reporting person's daughter and are held in a custodial account in the name of the reporting person's daughter. The reporting person disclaims beneficial ownership of these securities.

(3) These options to acquire common stock vest in eleven (11) quarterly installments commencing on June 10, 2003, consisting of ten (10) quarterly installments of 27,272 shares and one (1) final quarterly installment of 27,280 shares.

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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