

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

Form: 3

Date Filed: 2003-07-28

Corporate Issuer CIK: 1019034

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

OMB APPROVAL						
OMB Number: 3235-0104						
Estimated average burden hours						
per response 0.5						

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 Respor	nses)											
FODERO RANDY				2. Date of Event Requiring Statement (Month/Day/Year)		Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI]						
(Last)	(First) (Street)	(Middle)					(Cheo Director Officer (give title be	leporting Person(s) to ck all applicable) —10% Owner elow) Other (specify les and Marketing	Filed(Month 6. Individu Line) _X_ Form file	Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line)		
(City)	(State)	(Zip)		Table I - Non-Deriv				Form filed by More than One Reporting Person ative Securities Beneficially Owned				
(Instr. 4)				2. Amount of Secui Owned (Instr. 4)	rities Be	eneficially	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect (Instr. 5)	Beneficia	al Ownership		
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	Persons w	tho respond to to valid OMB cor	the collect strol numb	on of inforrer.	nation contained	in this		required to respond		isplays	SEC 1473 (7-02)	
(Instr. 4) Expiration Date (Month/Day/Year) Underlying Date (Instr. 4) Date Expiration			Title and Amount of the Underlying Derivative Control of the Underlying Control of the	ount of vative	Securities	4. Conversion or Exercise Price of	5. Ownership Form of Derivative y Security: Direct (Dor Indirect (I) (Instr. 5)	Owners	•			

Shares

300,000

\$ 0.39

D

Common Stock,

\$.01 par value

Reporting Owners

Stock Options (right to buy)

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

<u>(3)</u>

03/10/2006

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.

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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(Print or Type Respons	ses)											
FODERO RANDY				(Month/Day/Year)		Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI]						
(Last)	(First)	(Middle)				(Che	Reporting Person(s) to ck all applicable)		5. If Amendment, Date Original Filed(Month/Day/Year)			
	(Street)					Director _X Officer (give title b VP, Sa	elow) 10% Owner elow) Other (specify ales and Marketing	Line) _X_ Form filed	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-Deriva	vative Securities Beneficially Owned					
1.Title of Security (Instr. 4)			2. Amount of Securiti Owned (Instr. 4)			es Beneficially	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Nature of Indirect Beneficial Ownership (Instr. 5)				
Common Stock, \$	3.01 par value			18	3,000		D					
Common Stock, \$	6.01 par value			10	0,000		I	By son (1)				
Common Stock, \$.01 par value				8,	8,000		I	By daughter (2)				
Reminder: Report on a	Persons	who respond to the y valid OMB cont	ne collect rol numb	ion of informa er.	ition contained in	this form are not	required to respond		SEC 1473 (7-02)			
1. Title of Derivative S	ecurity	2.	Date Exe	rcisable and	3. Title and Amou	nt of Securities	4. Conversion or	5. Ownership	Nature of Indirect Beneficial			
(Instr. 4) Expiration Date (Month/Day/Year)			Underlying Derivative Security (Instr. 4)		Exercise Price of Derivative Security	Form of Derivative Security: Direct (D)	· ·					
Da Ex		ate cercisable	Expiration Date	Title	Amount or Number of Shares		or Indirect (I) (Instr. 5)					
Stock Options (rig	ht to buy)	1	<u>(3)</u>	03/10/2006	Common Stoc \$.01 par value	1300.000	\$ 0.39	D				
Reporting O	wners											
Reporting Owner Na	me / Address	ector 10% Owner	Relation Officer	ships	Other							

Relationships						
Director	10% Owner	Officer	Other			
		VP, Sales and Marketing				
	Director	Director 10% Owner	Director 10% Owner Officer			

Signatures

/s/ Randy Fodero	07/28/2003
Signature of Reporting Person	Date

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