

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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

☐ Check this box if no
longer subject to Section
16. Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person LACOUS MIRA K		2. Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Chief Technology Officer			
(Last) (First) (Middle) C/O BIO-KEY INTERNATIONAL, INC., 3349 HIGHWAY 138, BUILDING A, SUITE E		3. Date of Earliest Transaction (Month/Day/Year) 03/21/2019					
(Street) WALL, NJ 07719		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person			
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

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

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. SEC 1474 (9-02)

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

(c)(1), (c)(2), (c)(3), (c)(4), (c)(5), (c)(6), (c)(7), (c)(8), (c)(9), (c)(10), (c)(11), (c)(12), (c)(13), (c)(14), (c)(15), (c)(16), (c)(17), (c)(18), (c)(19), (c)(20), (c)(21), (c)(22), (c)(23), (c)(24), (c)(25), (c)(26), (c)(27), (c)(28), (c)(29), (c)(30), (c)(31), (c)(32), (c)(33), (c)(34), (c)(35), (c)(36), (c)(37), (c)(38), (c)(39), (c)(40), (c)(41), (c)(42), (c)(43), (c)(44), (c)(45), (c)(46), (c)(47), (c)(48), (c)(49), (c)(50), (c)(51), (c)(52), (c)(53), (c)(54), (c)(55), (c)(56), (c)(57), (c)(58), (c)(59), (c)(60), (c)(61), (c)(62), (c)(63), (c)(64), (c)(65), (c)(66), (c)(67), (c)(68), (c)(69), (c)(70), (c)(71), (c)(72), (c)(73), (c)(74), (c)(75), (c)(76), (c)(77), (c)(78), (c)(79), (c)(80), (c)(81), (c)(82), (c)(83), (c)(84), (c)(85), (c)(86), (c)(87), (c)(88), (c)(89), (c)(90), (c)(91), (c)(92), (c)(93), (c)(94), (c)(95), (c)(96), (c)(97), (c)(98), (c)(99), (c)(100), (c)(101), (c)(102), (c)(103), (c)(104), (c)(105), (c)(106), (c)(107), (c)(108), (c)(109), (c)(110), (c)(111), (c)(112), (c)(113), (c)(114), (c)(115), (c)(116), (c)(117), (c)(118), (c)(119), (c)(120), (c)(121), (c)(122), (c)(123), (c)(124), (c)(125), (c)(126), (c)(127), (c)(128), (c)(129), (c)(130), (c)(131), (c)(132), (c)(133), (c)(134), (c)(135), (c)(136), (c)(137), (c)(138), (c)(139), (c)(140), (c)(141), (c)(142), (c)(143), (c)(144), (c)(145), (c)(146), (c)(147), (c)(148), (c)(149), (c)(150), (c)(151), (c)(152), (c)(153), (c)(154), (c)(155), (c)(156), (c)(157), (c)(158), (c)(159), (c)(160), (c)(161), (c)(162), (c)(163), (c)(164), (c)(165), (c)(166), (c)(167), (c)(168), (c)(169), (c)(170), (c)(171), (c)(172), (c)(173), (c)(174), (c)(175), (c)(176), (c)(177), (c)(178), (c)(179), (c)(180), (c)(181), (c)(182), (c)(183), (c)(184), (c)(185), (c)(186), (c)(187), (c)(188), (c)(189), (c)(190), (c)(191), (c)(192), (c)(193), (c)(194), (c)(195), (c)(196), (c)(197), (c)(198), (c)(199), (c)(200), (c)(201), (c)(202), (c)(203), (c)(204), (c)(205), (c)(206), (c)(207), (c)(208), (c)(209), (c)(210), 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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LACOUS MIRA K C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719			Chief Technology Officer	

Signatures

/s/ Mira K. LaCous	03/25/2019
Signature of Reporting Person	Date

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).

Represents shares issuable upon exercise of options granted to the Reporting Person on March 21, 2019 under the Issuer's 2015 Equity Incentive Plan. The options are exercisable at \$1.18 per (1) share, the last sale price of the Issuer's common stock as reported on the Nasdaq on the date of grant, have a term of seven years, and vest in three equal annual installments on each of the next three anniversaries of the grant date, subject to the Reporting Person's continued employment with or service to the Issuer through the applicable vesting date.

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.

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN 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
LACOUS MIRA K

(Last)(First)(Middle)

C/O BIO-KEY INTERNATIONAL, INC., 3349
HIGHWAY 138, BUILDING A, SUITE E

(Street)

WALL, NJ 07719

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol
BIO KEY INTERNATIONAL INC [BKYI]

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2019

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director

10% Owner

X Officer (give title below)

Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

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

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.

SEC 1474 (9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 1.18	03/21/2019		A		12,500		(1)	03/20/2026	Common Stock	12,500	\$ 0	12,500	D	

Reporting Owners

Reporting Owner Name / Address	Relationships
LACOUS MIRA K C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719	Director 10% Owner Officer Other Chief Technology Officer

Signatures

/s/ Mira K. LaCous

Signature of Reporting Person

03/25/2019

Date

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).

Represents shares issuable upon exercise of options granted to the Reporting Person on March 21, 2019 under the Issuer's 2015 Equity Incentive Plan. The options are exercisable at \$1.18 per (1) share, the last sale price of the Issuer's common stock as reported on the Nasdaq on the date of grant, have a term of seven years, and vest in three equal annual installments on each of the next three anniversaries of the grant date, subject to the Reporting Person's continued employment with or service to the Issuer through the applicable vesting date.

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