

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

Form: 4

Date Filed: 2020-08-27

Corporate Issuer CIK: 1019034

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FORM 4

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

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burder	hours								
per response	0.5								

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

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 Re	sponses)															
Name and Add Welch Cecilia	Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI]								Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
C/O BIO-KEY HIGHWAY 13		20.40	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2020													
WALL, NJ 07	719		4. If Amendment, Date Original FiledMonth/Day/Year)								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 Acqui								uired, Disposed	of, or Benef	ficially Owned		
(Instr. 3)		2. Transaction Date (Month/Day/Ye	2A. Deemed Execution Date, i any (Month/Day/Year		(Instr. 8)		n	4. Securi (A) or Dis (Instr. 3,	4 and 5)	(D)	5. Amount of Securities Beneficially Owner Following Reported Transaction(s) (Instr. 3 and 4)			Ownership of Form: I Direct (D) or Indirect (7. Nature of Indired Beneficia Ownersh (Instr. 4)	
						C	Code	٧	Amoun	t (A) o	r Pric	е	(I) (Instr. 4)			
Common Sto	ck		08/25/2020)			Α		33,000 (1)	А	\$ 0	33,000			D	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date,	(e.g., puts 4. Transac if Code (Instr. 8)	rivative Securities Acquired, g., puts, calls, warrants, optio Transaction 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				re not recontrol nu posed of converti Date Exerci Expiration	quired to umber. or Beneble seculoisable in Date Year)	respondence of the control of the co	ord unless the form of unless the form on unless the form of unless th			10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Natu of Indire Benefici Ownersh (Instr. 4)
Reporting	g Owner	rs								7						
Reporting Owner Name / Address				Relationships 10% Owner Officer					Other	<u> </u>						
Welch Cecilia C C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719				.,		-	ancial (Offic								
Signature /s/ Cecilia We	elch	08/27/2020 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).
- (1) Represents shares of Restricted Stock granted to the Reporting person on August 25, 2020 under the Issuer's Amended and Restated 2015 Equity Incentive Plan, which 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.

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(Print or Type Re	sponses)															
1. Name and Ad	2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Welch Cecilia	BIO KEY INTERNATIONAL INC [BKYI]								Director	,	10% C	Owner				
(Last)		Date of Earliest Transaction (Month/Day/Year)							X Officer (give tit	,	Other Financial Office	(specify below)				
		TIONAL, INC., 3 IG A, SUITE E	5549	08/25/202	0								Cillei	Fillancial Office	Я	
THATWAT IS		Street)										C Individual as I	aint/Craun I	Tilinaror I & II		
	(Sueeri		4. If Amendment, Date Original FiledMonth/Day/Year)								 Individual or J —X Form filed by One 			able Line)	
WALL, NJ 07	719										Form filed by More than One Reporting Person					
(City)		State)	(Zip)		Table I - Non-Derivative Securities Acq								of, or Benef	icially Owned		
1.Title of Securit	V		2. Transaction	2A. Deemed Execution Date, if		3. Tr	ransactio	n	4. Securities Acquired			5. Amount of Sec	6. 7. Nat	7. Nature		
(Instr. 3)	•		Date			if Code			(A) or Disposed of (D)			Following Report	Ownership of I	of Indirect		
			(Month/Day/Ye			(Instr. 8)			(Instr. 3, 4 and 5)			(Instr. 3 and 4)		Beneficial		
				(Month/D	ay/Yea	r)									. ,	Ownership
										(A) or					or Indirect (I)	(Instr. 4)
							Code		Amount	(D)	Price	e			(Instr. 4)	
Common Sto	ok		08/25/2020				Α		33,000	Α	\$ 0	33,000		D		
Common Sto	UN		00/23/2020				^		<u>(1)</u>		ψυ	55,000			D	
Damindan Dana		- U f				-41										
Reminder: Repo	rt on a separat	e line for each class	s of securities be	neticially owr	iea aire	ctly or						ollection of infor		tainad in thia	CEC.	1474 (9-02)
												nd unless the for				1474 (9-02)
									ontrol num				,.			
					_											
			Table	II - Derivative			•	•	posed of, o convertible			/ Owned				
1. Title of	2.	3. Transaction	3A. Deemed	4. Transac				_	ate Exercis			le and Amount of 8. Price of 9. Number			10.	11. Nature
Derivative	Conversion		Execution Date,					Expiration			rlying Securities	Derivative		Ownership		
Security	or Exercise	(Month/Day/Year)	any	(Instr. 8) Sec		Securities (N		(Mc	lonth/Day/Year) (Instr.			nstr. 3 and 4)	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Yea	ar)	Dis		Acquired (A) or Disposed of (D) Instr. 3, 4, and 5)						(Instr. 5)	Beneficially Owned		Ownership
	Derivative														Security:	(Instr. 4)
	Security				(II	istr. 3,	sir. 3, 4, and 5)						-	Following Reported	Direct (D) or Indirect	
								Dat	-	piration	Title	Amount or		Transaction(s)		
				Code	٧	(A)	(D)	Exe	ercisable Da	ite		Number of Shares		(Instr. 4)	(Instr. 4)	
Reporting	g Owner	rs														
Repor		S														
Director			10% Owner Officer				Other									
Welch Cecilia																
C/O BIO-KEY INTERNATIONAL, INC.					Chie	ef Fina	ancial (Offic	er							
3349 HIGHWAY 138, BUILDING A, SUITE E				55												
WALL, NJ 07	719															
Signature	es															
/s/ Cecilia W	elch	08/27/2020														

Explanation of Responses:

-Signature of Reporting Person

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
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