

Souza Kenneth
 Form 4
 November 04, 2009

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Souza Kenneth

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 GM, Law Enf. & Chief Tech Off.

(Last) (First) (Middle)
 C/O BIO-KEY INTERNATIONAL,
 INC., 3349 HIGHWAY 138,
 BUILDING D SUITE A

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/02/2009

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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 (9-02)

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

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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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 0.3	11/02/2009		A	185,714	<u>(1)</u> 05/02/2011	Common Stock	18
Stock Option (Right to Buy)	\$ 1.05	11/02/2009		D	300,000	<u>(2)</u> 10/04/2011	Common Stock	30
Stock Option (Right to Buy)	\$ 0.75	11/02/2009		D	250,000	<u>(3)</u> 03/28/2013	Common Stock	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Souza Kenneth C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING D SUITE A WALL, NJ 07719			GM, Law Enf. & Chief Tech Off.	

Signatures

/s/ Kenneth S. Souza 11/04/2009

**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).
- (1) The option is fully exercisable.
- (2) This option vested in three equal annual installments commencing on October 4, 2008.
- (3) This option vested in two equal annual installments commencing on March 28, 2007.
- (4) The reporting person agreed to the cancellation of options granted to him on September 15, 2004 and March 23, 2006 in exchange for a new option having a lower exercise price.

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.