

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

BIO KEY INTERNATIONAL INC

Form: 3

Date Filed: 2005-03-04

Corporate Issuer CIK: 1019034

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FORM 3

(Print or Type Responses)

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

WALL, NJ 07719 City City	(i filit of Type Heapenses)										
4. Relationship of Heporting Person(s) to Issuer (Check all applicable) WALL, NJ 07719 WALL, NJ 07719 (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) 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) 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) Date Exercisable Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (Month/Day/Year) Date Exercisable Expiration Stock Title Amount or Number of Shares Stock Options (right to buy) 1. On Person Reporting Person (Find Amount of Securities) 1. Title of Derivative Security (Instr. 5) Stock Options (right to buy) 1. On Person Reporting Person (Find Reporting Person (Fin			(Month/Day	(Month/Day/Year)		\$ <i>7</i>					
WALL, NJ 07719 Colley Clair Clair						(Check all applicable)X_ Director10% Owner			, ,		
City (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial Ownership Form: Direct (D) or Indirect (I) (Instr. 5) (Instr. 5) (Instr. 5)		(Street)									
1. Title of Security (Instr. 4) 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 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) Date Exercisable Expiration Date Title Amount or Number of Shares Stock Options (right to buy) 10/01/2006(1) 07/29/2010 Common Stock Common Stock Common Stock Stock Options (right to buy) 1. Title to Securities Deneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 4. Nature of Indirect Beneficial Ownership Expiration Dark Common Stock Common Stock Stock Options (right to buy) 1. Title Options (right to buy) 2. Amount of Securities Security Options (right to buy) 3. Title and Amount of Securities Underlying Derivative Security Options (right to buy) 3. Title and Amount of Securities Underlying Derivative Security Options (right to buy) 4. Conversion or Exercise Price of Derivative Security Options (right to buy) 5. Ownership	WALL, NJ 07719										
Convertion Con	(City)	(State) (Zip)			Table	I - Non-Deriva	tive Securities	Beneficially Ow	ned		
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays 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) (Instr. 4) Date Exercisable Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (Instr. 4) Title Amount or Number of Security Security Security Security Security Security: Direct (D) or Indirect (I) (Instr. 5) Stock Options (right to buy) O1/03/2005(2) 12/11/2010 Common 50 000 \$1.32	•			Owned			Form: Direct (D) or Indirect (I)		Beneficial Ownership		
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date Stock Options (right to buy) 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (Month/Day/Year) Date Exercisable Expiration Date (Instr. 4) Amount or Number of Security Security Security: Direct (D) or Indirect (I) (Instr. 5) D Stock Options (right to buy)	Reminder: Report on a sep	Persons who respond a currently valid OMB	to the collection control number.	of information	n contained in	this form are not I			SEC 1473 (7-02)		
Stock Options (right to buy) O1/03/2005(2) 12/11/2010 Common Stock Options (right to buy) O1/03/2005(2) 12/11/2010 Common Stock Options (right to buy) O1/03/2005(2) 12/11/2010 Common Stock Options (right to buy) O1/03/2005(2) 12/11/2010 O1/03/2005(2) O	1. Title of Derivative Security 2. Da (Instr. 4) Expir.		Date Exercisate Expiration Date	ration Date Underlying		nount of Securities	4. Conversion of Exercise Price of	5. Ownership Form of Derivative	Ownership		
Stock Options (right to buy) 10/01/2006 07/29/2010 Stock Stock Options (right to buy) 01/03/2005 12/11/2010 Common 50 000 \$1.32 D			Date Exercisable		Title		Security er of	(D) or Indirect (I)			
IStock Options (right to buy) I01/03/2005≦412/11/20101	Stock Options (right to	b buy)	10/01/2006 ⁽¹⁾	07/29/2010		200,000	\$ 0.6	D			
	Stock Options (right to	buy)	01/03/2005 ⁽²⁾	12/11/2010	Common Stock	50,000	\$ 1.32	D			

Reporting Owners

Reporting Owner Name / Address	Relationships					
neporting Owner Name / Address	Director	10% Owner	Officer	Other		
ROMEO CHARLES P						
3349 HIGHWAY 138	х					
BUILDING D SUITE B	^					
WALL, NJ 07719						

Signatures

Charles P. Romeo	03/03/2005
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 options vest in full on October 1, 2006.
- (2) These options vest in full on January 1, 2005.

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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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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(Print or Type Responses)											
Name and Address of Reporting Person ROMEO CHARLES P		(Month/Day	(Month/Day/Year)		Issuer Name and Ticker or Trading Symbol BIO KEY INTERNATIONAL INC [BKYI]						
(First) 3349 HIGHWAY 138, BUILDING D	(Middle) SUITE B	03/01/2005			(Check all applicable)				5. If Amendment, Date Original Filed(Month/Day/Year)		
(Street)				=	X Director 10% Owner Officer (give title below) Other (specify below)			Line)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
WALL, NJ 07719									Form filed by More than One Reporting Person		
(City) (State)	(Zip)			Table	I - Non-Deriva	ative	Securities B	eneficially Own	ed		
1.Title of Security (Instr. 4)	2. Amount of Secur Owned (Instr. 4)		d	rities Beneficially 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)			e of Indirect Beneficial Ownership)				
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.											
	able II - Deriva	tive Securiti	es Beneficiall	y Owned (e.g.,	puts, calls, warra	ınts, oj	ptions, convert	ble securities)			
Title of Derivative Security (Instr. 4)	nstr. 4) Expiration Date Un			Title and Amount of Securities nderlying Derivative Security nstr. 4)		. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative	Nature of Indirect Beneficial Ownership (Instr. 5)			
	Date	Exercisable		Title	Amount or Number Shares	er of	Security	Security: Direct (D) or Indirect (I) (Instr. 5)			
Stock Options (right to buy)	10/0)1/2006 ⁽¹⁾	07/29/2010	Common Stock	200,000	\$	0.6	D			
Stock Options (right to buy)	01/0)3/2005 <mark>(2)</mark>	112/11/2010	Common Stock	50,000	\$	3 1.32	D			

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
ROMEO CHARLES P						
3349 HIGHWAY 138	Х					
BUILDING D SUITE B						
WALL, NJ 07719						

Signatures

Charles P. Romeo	03/03/2005
-Signature of Reporting Person	Date

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