

# **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

# **BIO KEY INTERNATIONAL INC**

Form: 4

Date Filed: 2019-03-25

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	n 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 I	Responses)																	
Name and Address of Reporting Person  Michel Robert J					Issuer Name <b>and</b> Ticker or Trading Symbol     BIO KEY INTERNATIONAL INC [BKYI]								Relationship of Reporting Person(s) to Issuer					
(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									_ Officer (give title	e below)		(specify below)	
(Street) WALL, NJ 07719					4. If Amendment, Date Original FiledMonth/Day/Year)									dividual or Jo form filed by One form filed by More	Reporting Per		able Line)	
(City)		(State)	(Zip)				Table	l - No	n-Dei	rivative	Securiti	es Acqu	ired,	Disposed o	f, or Benef	ficially Owned		
1.Title of Secu (Instr. 3)	Date (Month/Day/Year)    Execution Date, if (Code any (Instr. 8))			(.	I. Securit A) or Dis Instr. 3, 4	posed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)				Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
Common S	tock		03/21/2019				A	-		124 (1)	` '	+	14,5	538			D	
Reminder: Re	port on a sepa	rate line for each c		II - Deriv	ative	e Securiti	es Acq	Pe for OI uired,	ersons rm are MB co	e not req ntrol nu osed of,	uired to mber. or Bene	respon	d un	less the for		tained in this a currently va		1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactic Code (Instr. 8)	on	5. Numb Derivativ Securitie Acquired Dispose (Instr. 3, 5)	er of /e es d (A) or d of (D) 4, and	6. Da Expir (Mon	Expiration Date (Month/Day/Year)  Date Expiration		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		ng Securities and 4)  Derivative Security (Instr. 5)  Beneficiall Owned Following Reported		Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock Option (Right to Buy)	\$ 1.18	03/21/2019		A	V	2,500	(D)		<u>(2)</u>	03/20	/2026	Comm	on	2,500	\$0	2,500	D	

#### **Reporting Owners**

Describer Owner News / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Michel Robert J C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719	Х								

#### **Signatures**

/s/ Robert J. Michel	03/25/2019
-Signature of Reporting Person	Date

#### **Explanation of Responses:**

- $^{\star}$  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 issued to the Reporting Person on March 21, 2019 under the Issuer's 2015 Equity Incentive Plan in payment of board committee meeting attendance fees.
- 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 (2) 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.

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(Print or Type F	Responses)																		
Name and A     Michel Rob	Issuer Name and Ticker or Trading Symbol     BIO KEY INTERNATIONAL INC [BKYI]									Relationship of Reporting Person(s) to Issuer     (Check all applicable)     X Director 10% Owner									
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/* C/O BIO-KEY INTERNATIONAL, INC., 3349 HIGHWAY 138, BUILDING A, SUITE E								//Year)					e below)		(specify below)				
WALL, NJ (	7710	(Street)											X_ Form file	d by One	oint/Group I Reporting Perset than One Rep		able Line)		
(City)	77719	(State)	(Zip)				Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Secu (Instr. 3)	rity		2. Transaction Date (Month/Day/Y	Year)  (Month/Day/Year)  (Month/Day/Year)  (A. Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)				f (D)	5. Amount of Securities Beneficially Owned 6. Ownership (Instr. 3 and 4) Form:  Direct (D) or Indirect (I)				Ownership Form: Direct (D) or Indirect	Beneficial Ownership					
Common S	tock		03/21/2019	)			Α		4	124 (1)	Α	\$ 0 1	4,538				D		
Reminder: Rep	oort on a sepa	rate line for each c		II - Deriva	ative	e Securiti	ies Acq	Pe for OI uired,	ersons rm are MB coi	not req ntrol nu osed of,	uired to mber. or Bene	respond	l unless t			tained in this a currently va		1474 (9-02)	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code		5. Numb Derivativ Securitie Acquired Dispose	vative Expi		ate Exe ration [	xercisable and Date		7. Title ar	lying Securities Der 3 and 4) Sec		Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported	Ownership of Ir Form of Ben Derivative Security: (Inst Direct (D) or Indirect	Beneficial	
				Code	٧	(A)	(D)	Date Exer	cisable	Expirat Date	ion .	Title	Amou Numb Share	er of		Transaction(s) (Instr. 4)	(I) (Instr. 4)		
Stock Option (Right to	\$ 1.18	03/21/2019		А		2,500	)		<u>(2)</u>	03/20	/2026	Commo Stock	2 5	500	\$0	2,500	D		

#### **Reporting Owners**

Describer Owner News / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Michel Robert J C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING A, SUITE E WALL, NJ 07719	Х								

#### **Signatures**

/s/ Robert J. Michel	03/25/2019
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