

Colatosti Thomas J.
Form 4
November 04, 2009

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, 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 *
Colatosti Thomas J.

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)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Financial Officer

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

(Street)

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

WALL, NJ 07719

(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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SEC 1474
(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------|---|------------------|-----------------|
| | | | | | Code | V | (A) | (D) | | Date Exercisable | Expiration Date |
| Stock Option (Right to buy) | \$ 0.3 | 11/02/2009 | | A | | 45,455 | | (1) | 11/02/2012 | Common Stock | 4 |
| Stock Option (Right to buy) | \$ 0.3 | 11/02/2009 | | A | | 145,161 | | (1) | 11/02/2012 | Common Stock | 1 |
| Stock Option (Right to buy) | \$ 0.3 | 11/02/2009 | | A | | 193,548 | | (1) | 11/02/2012 | Common Stock | 1 |
| Stock Option (Right to buy) | \$ 1.32 | 11/02/2009 | | D | | 150,000 | 01/03/2005 | 12/10/2010 | | Common Stock | 1 |
| Stock Option (Right to buy) | \$ 1.32 | 11/02/2009 | | D | | 50,000 | 01/03/2005 | 12/10/2010 | | Common Stock | 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Colatosti Thomas J. C/O BIO-KEY INTERNATIONAL, INC. 3349 HIGHWAY 138, BUILDING D, SUITE A WALL, NJ 07719 | X | | Chief Financial Officer | |

Signatures

/s/ Thomas J. Colatosti 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) The reporting person agreed to the cancellation of options granted to him on December 11, 2003 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.