

Mail Stop 4561

March 2, 2007

Michael W. DePasquale
Chief Executive Officer
BIO-key International, Inc.
3349 Highway 138, Building D, Suite B
Wall, NJ 07719

**Re: BIO-key International, Inc.
Post-Effective Amendment No. 6 to Form SB-2
Filed January 26, 2007
File No. 333-120104**

Dear Mr. DePasquale:

We have reviewed your amended filing and have the following comments.

General

1. We note that you have removed from the registration statement 1,539,526 shares, representing all of the shares that had been included in the initial registration statement as shares issuable upon conversion of interest and fees that would accrue under the convertible term notes subsequent to the initial filing date of the registration statement. However, you have not provided us with your analysis as to the legal consequences of including the interest and fee shares in a resale registration statement before the potential recipient had made its investment decision to purchase those shares. Please provide your analysis and revise, as material, to inform investors regarding the potential effect. For example, risk factor disclosure may be warranted.

Please direct all questions to Maryse Mills-Apenteng at 202-551-3457 or the undersigned at 202-551-3462. If you still require further assistance, please contact Barbara C. Jacobs, Assistant Director, at 202-551-3730.

Sincerely,

Mark P. Shuman
Branch Chief – Legal

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cc: Via facsimile: 617-248-4000
Charles J. Johnson, Esq.
Choate, Hall & Stewart LLP