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MARSHALL & ILSLEY CORP/WI/
Form SC 13G
February 13, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
Under the Securities Exchange Act of 1934
(Amendment No.) *

Bio Key International Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

09060C101

(CUSIP Number)

December 31, 2002
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
☐ Rule 13d-(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

Check the following box if a fee is being paid with this statement. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.) ☒

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Reporting Person:

MARSHALL & ILSLEY CORPORATION, I.D. No. 39-0452805
- 2) Check the Appropriate Box if a Member of a Group (See Instructions):
(a) ☐
(b) ☐
- 3) SEC Use Only
- 4) Citizenship or Place of Organization: Wisconsin
- Number of Shares Beneficially Owned by Each Reporting Person With:
- 5) Sole Voting Power: 0
- 6) Shared Voting Power: 1,237,500
- 7) Sole Dispositive Power: 0
- 8) Shared Dispositive Power: 1,237,500
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person: 1,237,500
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): N/A
- 11) Percent of Class Represented by Amount in Row 9: 8.98%
- 12) Type of Reporting Person (See Instructions): HC

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- Item 1(a). Name of Issuer: Bio Key International Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:

1285 Corporate Center Dr., Suite 175
Eagan, MN 55121
- Item 2(a). Name of Person Filing:

Marshall & Ilsley Corporation
- Item 2(b). Address or Principal Business Office or, if none, Residence:

770 North Water Street
Milwaukee, Wisconsin 53202
- Item 2(c). Citizenship: Wisconsin Corporation

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Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 09060C101

Item 3. If this statement is filed pursuant to rules 13d-1 (b) (1), or 13d-2 (b), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Act
- (b) ☐ Bank as defined in Section 3 (a) (6) of the Act
- (c) ☐ Insurance Company as defined in Section 3 (a) (19) of the Act
- (d) ☐ Investment Company registered under Section 8 of the Investment Company Act
- (e) ☐ Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
- (f) ☐ Employee Benefit Plan, Pension fund which is subject to the provisions of the Employee Income Security Act of 1974 or Endowment fund: see Sec. 240.13d-1(b) (1) (ii) (F)
- (g) ☒ Parent Holding Company, in accordance with Sec. 240.13d-1 (b) (1) (ii) (G) (Note: See Item 7)
- (h) ☐ Group, in accordance with Sec. 240.13d-1 (b) (1) (h) (H)

Item 4. Ownership.

- (a) Amount Beneficially Owned: 1,237,500
- (b) Percent of Class: 8.98%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 1,237,500
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 1,237,500

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The following person is believed to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of more than 5% of the subject securities:

Nancy DeAnne Wittig, beneficiary under The Qualified Property Marital Trust II, established under Will dated October 23, 1998, Nancy DeAnne Wittig and Marshall & Ilsley Trust Company N.A. (successor to Richfield Bank & Trust Co.), co-trustees

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

The parent holding company has filed this schedule pursuant to Rule 13d-1(b) (1) (ii) (g) and each relevant subsidiary hereby consents to the filing

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of this statement on its behalf by the parent company:

Marshall & Ilsley Trust Company N.A.
a national banking association
(successor to Richfield Bank & Trust Company,
a Minnesota banking corporation)
Tax Identification No. 39-1186267

Item 8. Identification and Classification of Members of the Group. Not applicable

Item 9. Notice of Dissolution of Group. Not applicable

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Item 10. Certification.

The following certification shall be included if the statement is filed pursuant to Rule 13d-1 (b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2003

Signature: /s/ R.J. Erickson

Name/Title: R.J. Erickson, Senior Vice President & General Counsel