

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person *</b> <u>LAIDLEY FORREST D</u>  (Last) (First) (Middle) <u>339 N. MILWAUKEE</u> <u>SUITE 200</u>  (Street) <u>LIBERTYVILLE IL</u> <u>60048</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>VASCO DATA SECURITY</u> <u>INTERNATIONAL INC [ VDSI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>05/06/2004</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.001 par value	05/06/2004		M		17,600	A	\$0.72	17,600	D	
Common Stock, \$0.001 par value	05/06/2004		S		1,500	D	\$2.3	16,100	D	
Common Stock, \$0.001 par value	05/06/2004		S		16,100	D	\$2.25	0	D	
Common Stock, \$0.001 par value	05/07/2004		M		2,400	A	\$0.72	2,400	D	
Common Stock, \$0.001 par value	05/07/2004		M		10,000	A	\$1.25	12,400	D	
Common Stock, \$0.001 par value	05/07/2004		S		12,400	D	\$2.27	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to Purchase Common Stock, \$0.001 par value	\$0.72	05/06/2004		M			17,600	01/09/2004	01/09/2013	Common Stock, \$0.001 par value	17,600	\$0.72	2,400	D	
Option to Purchase Common Stock, \$0.001 par value	\$0.72	05/07/2004		M			2,400	01/09/2004	01/09/2013	Common Stock, \$0.001 par value	2,400	\$0.72	0	D	
Option to Purchase Common Stock, \$0.001 par value	\$1.25	05/07/2004		M			10,000	11/30/2002	11/30/2011	Common Stock, \$0.001 par value	10,000	\$1.25	0	D	

Explanation of Responses:

/s/ Clifford K. Bown, Attorney-in-Fact 05/07/2004

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.