

DATATRAK INTERNATIONAL INC  
 Form 4  
 May 16, 2006

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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, 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 \*  
 GREEN JEFFREY A

2. Issuer Name and Ticker or Trading Symbol  
 DATATRAK INTERNATIONAL INC [DATA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 6150 PARKLAND BLVD., SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2006

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

MAYFIELD HTS., OH 44124

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

(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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                  |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |                                   |
| Common Shares, without par value | 05/15/2006                           |  | P                              |   | 2,400 A \$ 7.73   | 279,732  | D                                 |
| Common Shares, without par value | 05/15/2006                           |  | P                              |   | 100 A \$ 7.74   | 279,832  | D                                 |
| Common Shares, without par value | 05/15/2006                           |  | P                              |   | 2,500 A \$ 7.8  | 282,332  | D                                 |

value

Common Shares, without par value <sup>(1)</sup>

110,953

I

By Wife

Common Shares, without par value <sup>(1)</sup>

1,450

I

By Son

Common Shares, without par value <sup>(1)</sup>

1,500

I

By Daughter

Common Shares, without par value <sup>(1)</sup>

1,500

I

By Daughter

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)

| 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 Securities (Instr. 3 and 4) | 8. D S (I     |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title         | Amount or Number of Shares |
| Employee Stock Option (right to buy) <sup>(2)</sup> | \$ 7.17  |                                      |  |                                |   | 04/20/1999   | 01/02/2007  | Common Shares | 37,500                     |
| Employee Stock Option                               | \$ 2.42  |                                      |  |                                |   | 12/09/2003   | 12/09/2009  | Common Shares | 135,000                    |

(right to  
buy) (2)

Employee  
Stock

Option \$ 1.85

06/04/2006 06/04/2012

Common  
Shares 33,750

(right to  
buy) (2)

Employee  
Stock

Option \$ 4.05

12/23/2005 12/23/2013

Common  
Shares 1,500

(right to  
buy) (2)

Employee  
Stock

Option \$ 4.05

12/23/2007 12/23/2013

Common  
Shares 15,000

(right to  
buy) (2)

Employee  
Stock

Option \$ 7.35

12/28/2008 12/28/2014

Common  
Shares 18,000

(right to  
buy) (2)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| GREEN JEFFREY A<br>6150 PARKLAND BLVD.<br>SUITE 100<br>MAYFIELD HTS., OH 44124 | X             |           | President and CEO |       |

## Signatures

/s/ Jeffrey A.  
Green 05/16/2006

\*\*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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is a beneficial owner of such securities for purposes of Section 16 or for any other purpose.
  - (2) Options were granted under the Company's Amended and Restated 1996 Key Employees and Consultants Stock Option Plan in reliance upon the exemption provided by Rule 16b-3.

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

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