

DATATRAK INTERNATIONAL INC

Form 4

May 12, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLACK TERRY C

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**

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President-Finance

(Street)
MAYFIELD HTS., OH 44124

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, without par value	05/11/2006		A		1,364	A	\$ 7.33
					8,864 ⁽¹⁾	D	

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

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information contained in this form are not
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(9-02)

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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. Fair Market Value of Underlying Securities (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee stock option (right to buy) ⁽²⁾	\$ 2.42 ⁽³⁾					12/09/2003	12/09/2009	Common Shares	46,875 ⁽³⁾	
Employee stock option (right to buy) ⁽²⁾	\$ 1.85 ⁽³⁾					04/04/2006	04/06/2012	Common Shares	11,720 ⁽³⁾	
Employee stock option (right to buy) ⁽²⁾	\$ 4.05 ⁽³⁾					12/23/2005	12/23/2013	Common Shares	1,500 ⁽³⁾	
Employee stock option (right to buy) ⁽²⁾	\$ 4.05 ⁽³⁾					12/23/2007	12/23/2013	Common Shares	9,000 ⁽³⁾	
Employee stock option (right to buy) ⁽²⁾	\$ 7.35 ⁽³⁾					12/28/2008	12/28/2014	Common Shares	7,500 ⁽³⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Vice President-Finance	

BLACK TERRY C
6150 PARKLAND BLVD.
SUITE 100
MAYFIELD HTS., OH 44124

Signatures

/s/ Terry C.

05/12/2006

Black

__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 number of Non-Derivative Securities beneficially owned has been adjusted to reflect the Company's 3 for 2 share split which occurred on August 31, 2005.
- (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 16-b-3.
- (3) The number and exercise price of Derivative Securities beneficially owned has been adjusted to reflect the Company's 3 for 2 share split which occurred on August 31, 2005.

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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