

DATATRAK INTERNATIONAL INC

Form 4

February 17, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RATAIN MARK J

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)

5841 S. MARYLAND AVE., MC  
2115

(Street)

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

02/15/2006

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

CHICAGO, IL 60637-1470

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                           |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Shares,<br>without par<br>value | 02/15/2006                              |                                                             | A                                       |                                                                            | 1,158                                                                                                              | A                                                                    | \$<br>6.91                                                        |
|                                           |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | 11,381                                                            |
|                                           |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | D                                                                 |

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

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SEC 1474  
(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<br>Derivative<br>Security<br>(Instr. 3)             | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|-----------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------|
|                                                                 |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)                                                                 |                                    |
| Director<br>stock<br>option<br>(right to<br>buy) <sup>(1)</sup> | \$ 2.79                                                               |                                         |                                                             |                                         |                                                                                                                       | 04/20/1999                                                     | 07/23/2008                                                          | Common<br>Shares 8,250             |
| Director<br>stock<br>option<br>(right to<br>buy) <sup>(2)</sup> | \$ 2.5                                                                |                                         |                                                             |                                         |                                                                                                                       | 06/01/2000                                                     | 09/22/2009                                                          | Common<br>Shares 18,750            |
| Director<br>stock<br>option<br>(right to<br>buy) <sup>(2)</sup> | \$ 3.46                                                               |                                         |                                                             |                                         |                                                                                                                       | 06/01/2001                                                     | 06/01/2010                                                          | Common<br>Shares 18,750            |
| Director<br>stock<br>option<br>(right to<br>buy) <sup>(2)</sup> | \$ 1.33                                                               |                                         |                                                             |                                         |                                                                                                                       | 06/01/2002                                                     | 06/01/2011                                                          | Common<br>Shares 18,750            |
| Director<br>stock<br>option<br>(right to<br>buy) <sup>(2)</sup> | \$ 1.97                                                               |                                         |                                                             |                                         |                                                                                                                       | 06/03/2003                                                     | 06/04/2012                                                          | Common<br>Shares 18,750            |
| Director<br>stock<br>option<br>(right to<br>buy) <sup>(2)</sup> | \$ 1.97                                                               |                                         |                                                             |                                         |                                                                                                                       | 06/03/2004                                                     | 06/03/2013                                                          | Common<br>Shares 18,750            |
| Director<br>stock                                               | \$ 7.56                                                               |                                         |                                                             |                                         |                                                                                                                       | 06/02/2005                                                     | 06/02/2014                                                          | Common<br>Shares 9,375             |

option  
(right to  
buy) (2)

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships                             |
|-----------------------------------------------------------------------------|-------------------------------------------|
|                                                                             | Director    10% Owner    Officer    Other |
| RATAIN MARK J<br>5841 S. MARYLAND AVE.<br>MC 2115<br>CHICAGO, IL 60637-1470 | X                                         |

## Signatures

/s/ Mark J.                      02/17/2006  
Ratain

           \*\*Signature of                      Date  
Reporting Person

## 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) Options were granted under the Company's Amended and Restated 1996 Outside Directors Stock Option Plan in reliance upon the exemption provided by Rule 16b-3.
- (2) Options were granted under the Company's Amended and Restated Outside Directors 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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