

STOTE ROBERT M
Form 4
August 28, 2009

FORM 4

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

OMB APPROVAL

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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 *
STOTE ROBERT M

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)
6210 PASADENA POINT BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2009

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

GULF PORT, FL 33707

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|-----------------|---|--------|------------------|-----------------|---------------|----------------------------|
| | | | | (A) | (D) | | | | |
| Director Stock Option (right to buy) | \$ 3.46 | 08/26/2009 | D | | 18,750 | 06/01/2001 | 06/01/2010 | Common Shares | 18,750 |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 938 ⁽²⁾ | | 08/26/2009 | 06/09/2019 | Common Shares | 938 |
| Director Stock Option (right to buy) | \$ 7.56 | 08/26/2009 | D | | 9,375 | 06/02/2005 | 06/02/2014 | Common Shares | 9,375 |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 469 ⁽²⁾ | | 08/26/2009 | 06/09/2019 | Common Shares | 469 |
| Director Stock Option (right to buy) | \$ 2.2 | 08/26/2009 | D | | 6,503 | 11/13/2007 | 11/13/2017 | Common Shares | 6,503 |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 3,902 ⁽²⁾ | | 08/26/2009 | 06/09/2019 | Common Shares | 3,902 |
| Director Stock Option (right to buy) | \$ 1.79 | 08/26/2009 | D | | 6,461 | 02/29/2008 | 02/28/2018 | Common Shares | 6,461 |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 4,200 ⁽²⁾ | | 08/26/2009 | 06/09/2019 | Common Shares | 4,200 |

| | | | | | | | | |
|--|---------|------------|---|--------------|------------|------------|------------------|------|
| Director Stock Option (right to buy) | \$ 0.69 | 08/26/2009 | D | 6,255 | 05/13/2008 | 05/13/2018 | Common Shares | 6,2 |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 5,004 (2) | 08/26/2009 | 06/09/2019 | Common Shares | 5,0 |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 63,390 | (7) | 06/09/2019 | Common Shares | 63,3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STOTE ROBERT M 6210 PASADENA POINT BLVD. GULF PORT, FL 33707 | X | | | |

Signatures

/s/ Robert M. Stote, by Arthur C. Hall III, his attorney-in-fact, pursuant to Power of Attorney, dated October 28, 2005, on file with the Commission 08/28/2009

__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) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 18,750 common shares granted to the reporting person on June 1, 2000. In exchange, the reporting person received a replacement option for 938 common shares of the Company, having an exercise price of \$0.23 per share.

(2) Options were granted under the Company's 2009 Omnibus Equity Plan in reliance upon the exemption provided by Rule 16b-3. The options are fully vested and immediately exercisable.

(3) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 9,375 common shares granted to the reporting person on June 2, 2004. In exchange, the reporting person received a replacement option for 469 common shares of the Company, having an exercise price of \$0.23 per share.

(4) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 6,503 common shares granted to the reporting person on November 13, 2007. In exchange, the reporting person received a replacement option for 3,902 common shares of the Company, having an exercise price of \$0.23 per share.

(5) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 6,461 common shares granted to the reporting person on February 29, 2008. In exchange, the reporting person received a replacement option for 4,200 common shares of the Company, having an exercise price of \$0.23 per share.

(6)

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On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 6,255 common shares granted to the reporting person on May 13, 2008. In exchange, the reporting person received a replacement option for 5,004 common shares of the Company, having an exercise price of \$0.23 per share.

- (7) Options were granted under the Company's 2009 Omnibus Equity Plan in reliance upon the exemption provided by Rule 16b-3. The options vest ratably over a three-year period beginning on the first anniversary of the date of grant.

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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