

DATATRAK INTERNATIONAL INC
 Form 4
 February 15, 2006

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 *
 Ward Jim Bob

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP of eClinical Development

(Last) (First) (Middle)
 6150 PARKLAND BOULEVARD, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2006

MAYFIELD HEIGHTS, 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 (A) or (D) Price | | | |
| Common Shares, without par value | 02/13/2006 | | A | | 685,850 | A 11 685,850 | D | |
| Common Shares, without par value | 02/13/2006 | | D | | 11,942 | D 12 673,908 | D | |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ward Jim Bob 6150 PARKLAND BOULEVARD SUITE 100 MAYFIELD HEIGHTS, OH 44124 | | | VP of eClinical Development | |

Signatures

/s/ Jim Bob Ward, by Arthur C Hall III, his attorney-in-fact pursuant to Power of Attorney dated February 10, 2006 on file with the Commission 02/15/2006

__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).
- Pursuant to the merger agreement by and among DATATRAK, ClickFind, Inc. ("ClickFind"), CF Merger Sub, Inc., a wholly-owned subsidiary of DATATRAK, the shareholders of ClickFind and Jim Bob Ward as shareholder representative, dated February 13, 2006, shareholders received either cash or a combination of cash, promissory notes and DATATRAK common shares for each share of
- (1) ClickFind common stock. The exact composition of consideration received was determined by a formula contained in the merger agreement. The shares listed above represent the stock portion of the merger consideration received by the reporting person in exchange for all of his shares of ClickFind. The acquisition of the shares was approved by the Board of Directors for exemption from Section 16(b) under Rule 16b-3(d) of the 1934 Securities Exchange Act (the "Exchange Act").
 - (2) In connection with the merger, the number of DATATRAK common shares received by the reporting person in the merger (as described above in footnote 1) was reduced, pursuant to the terms of the merger agreement, by 11,942 shares of DATATRAK in satisfaction of prior obligations owed to ClickFind related to the repayment of a promissory note in favor of ClickFind in connection with the exercise of

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stock options, as well as withholding taxes associated with equity compensation awards made by ClickFind. The disposition was approved by the Board of Directors for exemption from Section 16(b) under Rule 16b-3(e) of the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.