

GREEN JEFFREY A
Form 4
May 12, 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 *
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)
05/11/2006

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares, without par value	05/11/2006		P	A	\$ 7.3674	277,332	D
Common Shares, without par value (1)						110,953	I By Wife
Common Shares,	05/11/2006		P	A	\$ 7.3686	1,450	I By Son

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without
par value
(1)

Common
Shares,
without
par value
(1)

05/11/2006

P

1,500 A

\$ 7.37

1,500

I

By
Daughter

Common
Shares,
without
par value
(1)

05/11/2006

P

1,400 A

\$ 7.37

1,400

I

By
Daughter

Common
Shares,
without
par value
(1)

05/11/2006

P

100 A

\$ 7.36

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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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. Amount or Number of Shares
Employee Stock Option (right to buy) (2)	\$ 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
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Employee Stock

Option	\$ 4.05	12/23/2005	12/23/2013	Common Shares	1,500
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Employee Stock

Option	\$ 4.05	12/23/2007	12/23/2013	Common Shares	15,000
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Employee Stock

Option	\$ 7.35	12/28/2008	12/28/2014	Common Shares	18,000
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Reporting Owners

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

Signatures

/s/ Jeffrey A. Green 05/12/2006

__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 16-b-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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