

STOTE ROBERT M  
Form 4  
August 28, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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