

DATATRAK INTERNATIONAL INC
 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 *
BLACK TERRY C

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)
 Vice President-Finance

MAYFIELD HTS., OH 44124

(City) (State) (Zip)

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

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 | 05/11/2006 | | A | 1,364 | A | \$ 7.33 | 8,864 ⁽¹⁾ | 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 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. F... | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option (right to buy) ⁽²⁾ | \$ 2.42 ⁽³⁾ | | | | | 12/09/2003 | 12/09/2009 | Common Shares | 46,875 ⁽³⁾ |
| Employee stock option (right to buy) ⁽²⁾ | \$ 1.85 ⁽³⁾ | | | | | 04/04/2006 | 04/06/2012 | Common Shares | 11,720 ⁽³⁾ |
| Employee stock option (right to buy) ⁽²⁾ | \$ 4.05 ⁽³⁾ | | | | | 12/23/2005 | 12/23/2013 | Common Shares | 1,500 ⁽³⁾ |
| Employee stock option (right to buy) ⁽²⁾ | \$ 4.05 ⁽³⁾ | | | | | 12/23/2007 | 12/23/2013 | Common Shares | 9,000 ⁽³⁾ |
| Employee stock option (right to buy) ⁽²⁾ | \$ 7.35 ⁽³⁾ | | | | | 12/28/2008 | 12/28/2014 | Common Shares | 7,500 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Vice President-Finance | |

BLACK TERRY C
6150 PARKLAND BLVD.
SUITE 100
MAYFIELD HTS., OH 44124

Signatures

/s/ Terry C.
Black

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 number of Non-Derivative Securities beneficially owned has been adjusted to reflect the Company's 3 for 2 share split which occurred on August 31, 2005.
- (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.
- (3) The number and exercise price of Derivative Securities beneficially owned has been adjusted to reflect the Company's 3 for 2 share split which occurred on August 31, 2005.

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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