

DATATRAK INTERNATIONAL INC
 Form 4
 May 15, 2008

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 *
HARRIS SETH B

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

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

34000 FAIRMOUNT

(Street)

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

HUNTING VALLEY, OH 44022

(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)	Amount		
			Code	V	Amount	(D)	Price
Common Shares, without par value					299,959 ⁽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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 2.92 ⁽¹⁾					08/29/1998	02/28/2008	Common Shares	2,250 ⁽²⁾
Director Stock Option (right to buy)	\$ 2.79 ⁽¹⁾					04/20/1998	07/23/2008	Common Shares	15,000 ⁽²⁾
Director stock option (right to buy)	\$ 2.5 ⁽¹⁾					06/01/2000	09/22/2009	Common Shares	18,750 ⁽²⁾
Director Stock Option (right to buy)	\$ 3.46 ⁽¹⁾					06/01/2001	06/01/2010	Common Shares	18,750 ⁽³⁾
Director Stock Option (right to buy)	\$ 1.33 ⁽¹⁾					06/01/2002	06/01/2011	Common Shares	18,750 ⁽³⁾
Director Stock Option (right to buy)	\$ 1.97 ⁽¹⁾					06/01/2003	06/01/2012	Common Shares	18,750 ⁽³⁾
Director Stock Option (right to buy)	\$ 1.97 ⁽¹⁾					06/03/2004	06/01/2013	Common Shares	18,750 ⁽³⁾

Director Stock Option	\$ 7.56 ⁽¹⁾				06/03/2005	06/03/2014	Common Shares	9,375 ⁽³⁾
(right to buy)								
Director Stock Option	\$ 7.56 ⁽¹⁾				06/02/2005	06/02/2014	Common Shares	1,500 ⁽³⁾
(right to buy)								
Director Stock Option	\$ 2.2 ⁽¹⁾				11/13/2007	11/13/2017	Common Shares	6,774 ⁽⁴⁾
(right to buy)								
Director Stock Option	\$ 1.79 ⁽¹⁾				02/29/2008	02/28/2018	Common Shares	7,108 ⁽⁴⁾
(right to buy)								
Director Stock Option	\$ 0.69	05/13/2008	A	6,553 ⁽⁴⁾	05/13/2008	05/13/2018	Common Shares	6,553
(right to buy)								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS SETH B 34000 FAIRMOUNT HUNTING VALLEY, OH 44022			X	

Signatures

/s/ Seth B. Harris, by Arthur C. Hall III, his attorney-in-fact, pursuant to Power of Attorney,
dated October 28, 2005, on file with the Commission.

05/15/2008

__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) Beneficial ownership of these securities was reported on a previously filed Form 3, Form 4 or Form 5.
- (2) Options were granted under the Company's Amended and Restated 1996 Outside Directors Stock Option Plan in reliance upon the exemption provided by Rule 16b-3.

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- (3) Options were granted under the Company's Amended and Restated Outside Directors Stock Option Plan in reliance upon the exemption provided by Rule 16b-3.
- (4) Options were granted under the Company's 2005 Omnibus Equity Plan in reliance upon the exemption provided by Rule 16b-3. The options are fully vested and immediately exercisable.

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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