

BLACK TERRY C
Form 4
February 25, 2005

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., # 100

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2005

____ 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 | (D) | Price |
| Common Shares, without par value | 02/23/2005 | | M ⁽¹⁾ | | 10,000 | A | \$ 4.15 |
| | | | | | 20,000 | 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option (right to buy) | \$ 4.15 | 02/23/2005 | | M ⁽²⁾ | | 10,000 | | 04/20/1999 | 07/01/2005 | Common Shares | 0 ⁽³⁾ |
| Employee stock option (right to buy) | \$ 10.75 | 01/02/1997 | | J ⁽²⁾ | | 0 | | 04/20/1999 | 01/02/2007 | Common Shares | 15,000 ⁽⁴⁾ |
| Employee stock option (right to buy) | \$ 3.63 | 12/09/1999 | | J ⁽²⁾ | | 0 | | 12/09/2003 | 12/09/2009 | Common Shares | 31,250 ⁽⁴⁾ |
| Employee stock option (right to buy) | \$ 2.78 | 06/04/2002 | | J ⁽²⁾ | | 0 | | 06/04/2006 | 06/04/2012 | Common Shares | 7,813 ⁽⁴⁾ |
| Employee stock option (right to buy) | \$ 6.07 | 12/23/2003 | | J ⁽²⁾ | | 0 | | 12/23/2005 | 12/23/2013 | Common Shares | 1,000 ⁽⁴⁾ |
| Employee stock option (right to buy) | \$ 6.07 | 12/23/2003 | | J ⁽²⁾ | | 0 | | 12/23/2007 | 12/23/2013 | Common Shares | 6,000 ⁽⁴⁾ |
| Employee stock option (right to buy) | \$ 11.02 | 12/28/2004 | | J ⁽²⁾ | | 0 | | 12/28/2008 | 12/28/2014 | Common Shares | 5,000 ⁽⁴⁾ |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLACK TERRY C 6150 PARKLAND BLVD. # 100 MAYFIELD HTS., OH 44124 | | | Vice President - Finance | |

Signatures

/s/ Terry C.
Black

02/25/2005

__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) Includes 10,000 shares reported on a previously filed Form 3, Form 4 or Form 5.
- (2) Beneficial ownership of these securities was reported on a previously filed Form 3, Form 4 or Form 5.
- (3) Options were granted under the Company's Amended and Restated 1992 Share Incentive Plan in reliance upon the Exemption provided by Rule 16-b-3.
- (4) 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. 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.