

HARRIS SETH B

Form 4

January 13, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
34000 FAIRMOUNT
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2008

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

HUNTING VALLEY, OH 44022

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares, without par value	12/19/2008		A	41,638	A \$ 0.189 (1)	341,597	D
Common Shares, without par value	12/22/2008		A	2,376	A \$ 0.2	343,973	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 2.92 ⁽²⁾							08/29/1998	02/28/2008	Common Shares	2,250 ⁽³⁾
Director Stock Option (right to buy)	\$ 2.79 ⁽²⁾							04/20/1998	07/23/2008	Common Shares	15,000 ⁽³⁾
Director stock option (right to buy)	\$ 2.5 ⁽²⁾							06/01/2000	09/22/2009	Common Shares	18,750 ⁽³⁾
Director Stock Option (right to buy)	\$ 3.46 ⁽²⁾							06/01/2001	06/01/2010	Common Shares	18,750 ⁽⁴⁾
Director Stock Option (right to buy)	\$ 1.33 ⁽²⁾							06/01/2002	06/01/2011	Common Shares	18,750 ⁽⁴⁾
Director Stock Option	\$ 1.97 ⁽²⁾							06/01/2003	06/01/2012	Common Shares	18,750 ⁽⁴⁾

(right to
buy)Director
StockOption \$ 1.97 ⁽²⁾(right to
buy)

06/03/2004 06/01/2013

Common
Shares 18,750
⁽⁴⁾Director
StockOption \$ 7.56 ⁽²⁾(right to
buy)

06/03/2005 06/03/2014

Common
Shares 9,375
⁽⁴⁾Director
StockOption \$ 7.56 ⁽²⁾(right to
buy)

06/02/2005 06/02/2014

Common
Shares 1,500
⁽⁴⁾Director
StockOption \$ 2.2 ⁽²⁾(right to
buy)

11/13/2007 11/13/2017

Common
Shares 6,774
⁽⁵⁾Director
StockOption \$ 1.79 ⁽²⁾(right to
buy)

02/29/2008 02/28/2018

Common
Shares 7,108
⁽⁵⁾Director
StockOption \$ 0.69 ⁽²⁾(right to
buy)

05/13/2008 05/13/2018

Common
Shares 6,553
⁽⁵⁾Director
StockOption \$ 0.37 ⁽²⁾(right to
buy)

08/11/2008 08/11/2018

Common
Shares 8,129
⁽⁵⁾Director
StockOption \$ 0.24 ⁽²⁾(right to
buy)

11/11/2008 11/11/2008

Common
Shares 8,155
⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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.

01/13/2009

__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).

Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$0.189
(1) - \$0.20. The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
(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 1996 Outside Directors Stock Option Plan in reliance upon the exemption provided by Rule 16b-3.
(4) 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.
(5) 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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