

DATATRAK INTERNATIONAL INC  
 Form 4  
 February 17, 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 \*  
**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)  
**02/15/2006**

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)  | Price   |  |                                   |
|                                  |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Shares, without par value | 02/15/2006                           |  | A                              | A   | \$ 6.91   | 289,210  | 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. Price of Underlying Securities (Instr. 3 and 4) |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Director stock option (right to buy) <sup>(1)</sup> | \$ 6.4   |                                      |  |                                |   | 08/29/1996   | 03/01/2006  | Common Shares                                      | 2,250                      |
| Director stock option (right to buy) <sup>(1)</sup> | \$ 5.5   |                                      |  |                                |   | 08/28/1997   | 02/28/2007  | Common Shares                                      | 2,250                      |
| Director stock option (right to buy) <sup>(1)</sup> | \$ 2.92  |                                      |  |                                |   | 08/28/1998   | 02/28/2008  | Common Shares                                      | 2,250                      |
| Director stock option (right to buy) <sup>(1)</sup> | \$ 2.79  |                                      |  |                                |   | 04/20/1999   | 07/23/2008  | Common Shares                                      | 15,000                     |
| Director stock option (right to buy) <sup>(2)</sup> | \$ 2.5   |                                      |  |                                |   | 06/01/2000   | 09/22/2009  | Common Shares                                      | 18,750                     |
| Director stock option (right to buy) <sup>(2)</sup> | \$ 3.46  |                                      |  |                                |   | 06/01/2001   | 06/01/2010  | Common Shares                                      | 18,750                     |
| Director stock option (right to                     | \$ 1.33  |                                      |  |                                |   | 06/01/2002   | 06/01/2011  | Common Shares                                      | 18,750                     |

buy) (2)

|   |         |            |            |                  |        |
|---|---------|------------|------------|------------------|--------|
| Director<br>stock<br>option<br>(right to<br>buy) <u>(2)</u> | \$ 1.97 | 06/03/2003 | 06/03/2012 | Common<br>Shares | 18,750 |
|---|---------|------------|------------|------------------|--------|

|   |         |            |            |                  |        |
|---|---------|------------|------------|------------------|--------|
| Director<br>stock<br>option<br>(right to<br>buy) <u>(2)</u> | \$ 1.97 | 06/03/2004 | 06/03/2013 | Common<br>Shares | 18,750 |
|---|---------|------------|------------|------------------|--------|

|   |         |            |            |                  |       |
|---|---------|------------|------------|------------------|-------|
| Director<br>stock<br>option<br>(right to<br>buy) <u>(2)</u> | \$ 7.56 | 06/02/2005 | 06/02/2014 | Common<br>Shares | 9,375 |
|---|---------|------------|------------|------------------|-------|

|   |         |            |            |                  |       |
|---|---------|------------|------------|------------------|-------|
| Director<br>stock<br>option<br>(right to<br>buy) <u>(2)</u> | \$ 7.56 | 06/02/2005 | 06/02/2014 | Common<br>Shares | 1,500 |
|---|---------|------------|------------|------------------|-------|

## Reporting Owners

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

## Signatures

|                       |            |
|-----------------------|------------|
| /s/ Seth B.<br>Harris | 02/17/2006 |
|-----------------------|------------|

|                                    |      |
|------------------------------------|------|
| **Signature of<br>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) 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.
- (2) 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.

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.