

HARRIS SETH B  
Form 4  
August 28, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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)  
34000 FAIRMOUNT  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/26/2009

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

HUNTING VALLEY, OH 44022  
  
(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 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   |                                   |

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) |        | Date Exercisable | Expiration Date | Title         | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|-----------------|---|--------|------------------|-----------------|---------------|----------------------------|
|                                      |                              |                  |                 | (A)   | (D)    |                  |                 |               |                            |
| Director Stock Option (right to buy) | \$ 2.5                       | 08/26/2009       | D               |   | 18,750 | 06/01/2000       | 09/22/2009      | Common Shares | 18,750                     |
| Director Stock Option (right to buy) | \$ 0.23                      | 08/26/2009       | A               | 938 <sup>(2)</sup>                          |        | 08/26/2009       | 06/09/2019      | Common Shares | 938                        |
| Director Stock Option (right to buy) | \$ 3.46                      | 08/26/2009       | D               |   | 18,750 | 06/01/2001       | 06/01/2010      | Common Shares | 18,750                     |
| Director Stock Option (right to buy) | \$ 0.23                      | 08/26/2009       | A               | 938 <sup>(2)</sup>                          |        | 08/26/2009       | 06/09/2019      | Common Shares | 938                        |
| Director Stock Option (right to buy) | \$ 1.33                      | 08/26/2009       | D               |   | 18,750 | 06/01/2002       | 06/01/2011      | Common Shares | 18,750                     |
| Director Stock Option (right to buy) | \$ 0.23                      | 08/26/2009       | A               | 2,813 <sup>(2)</sup>                        |        | 08/26/2009       | 06/09/2019      | Common Shares | 2,813                      |
| Director Stock Option (right to buy) | \$ 1.97                      | 08/26/2009       | D               |   | 37,500 | <sup>(4)</sup>   | <sup>(5)</sup>  | Common Shares | 37,500                     |
| Director Stock Option (right to buy) | \$ 0.23                      | 08/26/2009       | A               | 3,750 <sup>(2)</sup>                        |        | 08/26/2009       | 06/09/2019      | Common Shares | 3,750                      |

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|                                      |         |            |   |                  |             |            |               |        |
|--------------------------------------|---------|------------|---|------------------|-------------|------------|---------------|--------|
| Director Stock Option (right to buy) | \$ 7.56 | 08/26/2009 | D | 10,875           | <u>(7)</u>  | <u>(8)</u> | Common Shares | 10,875 |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 544 <u>(2)</u>   | 08/26/2009  | 06/09/2019 | Common Shares | 544    |
| Director Stock Option (right to buy) | \$ 2.2  | 08/26/2009 | D | 6,774            | 11/13/2007  | 11/13/2017 | Common Shares | 6,774  |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 4,064 <u>(2)</u> | 08/26/2009  | 06/09/2019 | Common Shares | 4,064  |
| Director Stock Option (right to buy) | \$ 1.79 | 08/26/2009 | D | 7,108            | 02/29/2008  | 02/28/2018 | Common Shares | 7,108  |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 4,620 <u>(2)</u> | 08/26/2009  | 06/09/2019 | Common Shares | 4,620  |
| Director Stock Option (right to buy) | \$ 0.69 | 08/26/2009 | D | 6,553            | 05/13/2008  | 05/13/2018 | Common Shares | 6,553  |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 5,242 <u>(2)</u> | 08/26/2009  | 06/09/2019 | Common Shares | 5,242  |
| Director Stock Option (right to buy) | \$ 0.23 | 08/26/2009 | A | 62,542           | <u>(13)</u> | 06/09/2019 | Common Shares | 62,542 |

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

08/28/2009

\_\_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).
- (1) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 18,750 common shares granted to the reporting person on June 1, 2000. In exchange, the reporting person received a replacement option for 938 common shares of the Company, having an exercise price of \$0.23 per share.
- (2) Options were granted under the Company's 2009 Omnibus Equity Plan in reliance upon the exemption provided by Rule 16b-3. The options are fully vested and immediately exercisable.
- (3) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 18,750 common shares granted to the reporting person on June 1, 2001. In exchange, the reporting person received a replacement option for 2,813 common shares of the Company, having an exercise price of \$0.23 per share.
- (4) The option provided for vesting as follows: 18,750 common shares on June 1, 2003 and 18,750 common shares on June 3, 2004.
- (5) The expiration of the option is as follows: 18,750 common shares on June 1, 2012 and 18,750 common shares on June 1, 2013.
- (6) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 37,500 common shares granted to the reporting person on June 3, 2003. In exchange, the reporting person received a replacement option for 3,750 common shares of the Company, having an exercise price of \$0.23 per share.
- (7) The option provided for vesting as follows: 9,375 common shares on June 3, 2005 and 1,500 common shares on June 2, 2005.
- (8) The expiration of the option is as follows: 9,375 common shares on June 3, 2014 and 1,500 common shares on June 2, 2014.
- (9) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 10,875 common shares granted to the reporting person on June 2, 2004. In exchange, the reporting person received a replacement option for 544 common shares of the Company, having an exercise price of \$0.23 per share.
- (10) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 6,774 common shares granted to the reporting person on November 13, 2007. In exchange, the reporting person received a replacement option for 4,064 common shares of the Company, having an exercise price of \$0.23 per share.
- (11) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 7,108 common shares granted to the reporting person on February 29, 2008. In exchange, the reporting person received a replacement option for 4,620 common shares of the Company, having an exercise price of \$0.23 per share.
- (12) On August 26, 2009, the Company cancelled, pursuant to the Company's option exchange program, an option for 6,553 common shares granted to the reporting person on May 13, 2008. In exchange, the reporting person received a replacement option for 5,242 common shares of the Company, having an exercise price of \$0.23 per share.
- (13) Options were granted under the Company's 2009 Omnibus Equity Plan in reliance upon the exemption provided by Rule 16b-3. The options vest ratably over a three-year period beginning on the first anniversary of the date of grant.

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.