

DATATRAK INTERNATIONAL INC

Form 4

February 15, 2006

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 *
Ward Jim Bob

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
BOULEVARD, SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP of eClinical Development

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MAYFIELD HEIGHTS, OH 44124

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, without par value	02/13/2006		A		685,850	A	11 685,850
Common Shares, without par value	02/13/2006		D		11,942	D	21 673,908

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

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(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 (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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ward Jim Bob 6150 PARKLAND BOULEVARD SUITE 100 MAYFIELD HEIGHTS, OH 44124			VP of eClinical Development	

Signatures

/s/ Jim Bob Ward, by Arthur C Hall III, his attorney-in-fact pursuant to Power of Attorney dated February 10, 2006 on file with the Commission

02/15/2006

__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).

- Pursuant to the merger agreement by and among DATATRAK, ClickFind, Inc. ("ClickFind"), CF Merger Sub, Inc., a wholly-owned subsidiary of DATATRAK, the shareholders of ClickFind and Jim Bob Ward as shareholder representative, dated February 13, 2006, shareholders received either cash or a combination of cash, promissory notes and DATATRAK common shares for each share of
- ClickFind common stock. The exact composition of consideration received was determined by a formula contained in the merger agreement. The shares listed above represent the stock portion of the merger consideration received by the reporting person in exchange for all of his shares of ClickFind. The acquisition of the shares was approved by the Board of Directors for exemption from Section 16(b) under Rule 16b-3(d) of the 1934 Securities Exchange Act (the "Exchange Act").
 - In connection with the merger, the number of DATATRAK common shares received by the reporting person in the merger (as described above in footnote 1) was reduced, pursuant to the terms of the merger agreement, by 11,942 shares of DATATRAK in satisfaction of prior obligations owed to ClickFind related to the repayment of a promissory note in favor of ClickFind in connection with the exercise of

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stock options, as well as withholding taxes associated with equity compensation awards made by ClickFind. The disposition was approved by the Board of Directors for exemption from Section 16(b) under Rule 16b-3(e) of the Exchange Act.

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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