

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

Amendment No.: 2
Name of Issuer: Dataram Corporation

Title of Class of Securities: Common Stock

CUSIP Number: 238108203

(Name, Address and Telephone Number of Person
Authorized To Receive Notices and Communications)

James R. Levitas, Levitas & Company,
230 Park Avenue, Suite 1549, New York, New York 10169
(212) 681-8480

(Date of Event which Requires Filing of this Statement)

July 19, 1999

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

James R. Levitas

2. Check the Appropriate Box if a Member of a Group

- a.
- b.

3. SEC Use Only

4. Source of Funds

AF, PF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of Shares Beneficially Owned by Each Reporting Person With:

7. Sole Voting Power:

8. Shared Voting Power:

255,400

9. Sole Dispositive Power:

306,300

10. Shared Dispositive Power:

11. Aggregate Amount Beneficially Owned by Each Reporting Person

306,300

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

2

13. Percent of Class Represented by Amount in Row (11)

5.62%

14. Type of Reporting Person

IN

The purpose of this Amendment No. 2 to Schedule 13D is to report a material change in the beneficial ownership of James R. Levitas in the Common Stock (the "Shares") of Dataram Corporation. All capitalized terms not defined herein have the definitions given them in the original Schedule 13D.

Item 1. Security and Issuer

No change.

Item 2. Identity and Background

No change.

Item 3. Source and Amount of Funds or Other Consideration

As of the date hereof, Mr. Levitas is deemed to beneficially own 306,300 Shares. 306,300 Shares are held by the Partnership and managed accounts over which Mr. Levitas has investment discretion and 0 Shares are held by Mr. Levitas personally. Shares were sold in open market transactions for an aggregate amount of \$1,090,684.

Item 4. Purpose of Transaction

No change.

Item 5. Interest in Securities of the Issuer

As of the date hereof, Mr. Levitas is deemed to be

the beneficial owner of 306,300 Shares of the Company.

Based on the Company's most recently filed Form 10-Q, as of April 30, 1999 there were a total of 5,454,000 outstanding Shares. Therefore, Mr. Levitas is deemed to be the beneficial owner of 5.62% of the outstanding Shares.

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Mr. Levitas has the sole power to vote or direct the vote with respect to 0 Shares and has the sole power to dispose of or direct the disposition of all the Shares of the Company that he is currently deemed to beneficially own.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

No change.

Item 7. Material to be Filed as Exhibits

A description of the transactions in the Shares that were effected by Mr. Levitas over the past 60 days is filed herewith as Exhibit A.

Signature

The undersigned, after reasonable inquiry and to the best of his knowledge and belief, certifies that the information set forth in this statement is true, complete and correct.

July 29, 1999

Date

/s/ James R. Levitas

James R. Levitas

00501001.AF6

Exhibit A

| Sale Date | Number of Shares | Price per Share | Value |
|--------------|---------------------|--------------------|-------|
| _____ | _____ | _____ | _____ |

| | | | |
|------------|--------|---------|------------|
| 07/06/1999 | 900 | \$10.44 | \$9,395.68 |
| 07/09/1999 | 300 | 10.44 | 3,131.89 |
| 07/14/1999 | 18,880 | 10.40 | 196,265.42 |
| 07/14/1999 | 2,100 | 10.44 | 21,923.26 |
| 07/15/1999 | 13,200 | 8.92 | 117,803.30 |
| 07/19/1999 | 37,100 | 9.91 | 367,830.40 |
| 07/19/1999 | 13,600 | 10.45 | 142,169.63 |
| 07/19/1999 | 1,400 | 10.46 | 14,639.11 |
| 07/19/1999 | 3,000 | 10.45 | 31,360.95 |
| 07/19/1999 | 1,000 | 10.45 | 10,453.65 |
| 07/19/1999 | 800 | 10.45 | 8,362.92 |
| 07/19/1999 | 500 | 10.45 | 5,226.82 |
| 07/19/1999 | 800 | 10.45 | 8,362.92 |
| 07/19/1999 | 800 | 10.45 | 8,362.92 |
| 07/19/1999 | 800 | 10.45 | 8,362.92 |
| 07/19/1999 | 600 | 10.45 | 6,272.19 |
| 07/19/1999 | 4,000 | 10.45 | 41,814.59 |
| 07/22/1999 | 3,500 | 10.19 | 35,658.80 |
| 07/23/1999 | 1,300 | 10.20 | 13,259.55 |