

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instructions 1(b).

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Duncan Jeffrey H.
(Last) (First) (Middle)

2353 Pennington Road
(Street)

Pennington NJ 08534
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Dataram Corporation DRAM - NASDAQ

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

Not furnished

4. Statement for Month/Year

November 2001

5. If Amendment, Date of Original (Month/Day/Year)

December 10, 2001

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (Specify below)
Vice President, Manufacturing and Engineering

7. Individual or Joint/Group Filing
(Check applicable line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

* If the Form is filed by more than one Reporting Person, see instruction
5(b)(v)

<TABLE>

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount
3. Trans- 4. Securities of Securi-
action Acquired (A) or ties Bene- 6. Owner-
Code Disposed of (D) ficially ship Form: 7. Nature of

(Instr. 8) (Instr. 3, 4 & 5) Owned at Direct(D) Indirect
 2. Trans- _____ End of or Indirect Beneficial
 1. Title of Transaction _____ (A) or Month (I) Ownership
 Security Date Code V Amount (D) Price (Instr. 3&4) (Instr. 4) (Instr. 4)
 (Instr. 3) (Mo./Day/Yr.)

<S> <C> <S> <C> <C> <S>

Common Stock,
 \$1.00 Par Value 3,624 I By Company's
 401(k) Plan

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

</TABLE>

<TABLE>

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

9.
 Number
 5. Number 7. Title of
 of Deriv- 6. Date and Amount Deriv- 10. Own-
 ative Sec- Exercisable of Under- ative ership
 urities & Expiration lying Sec- Secur- Form of 11.
 Acquired Date urities (In- ities Deriva- Nature
 4. Trans- (A) or (Mo./Day/Yr.)str. 3 & 4) 8. Benefi- tive Sec- of In-
 2. Conver- action Disposed _____ Price cially urity: direct
 sion or 3. Trans- Code of (D) Amount of Owned Direct(D) Bene-
 1. Title of Exercise action (Instr. 8) (Instr. 3, or Deriv- at End or In- ficial
 Derivative Price of Date 4 and 5) Date Expir- Number ative of direct(I) Owner-
 Security Derivative (Month/ _____ Exer- ation of Security Month (Instr.) ship
 (Instr. 3) Security Day/Yr.) Code V (A) (D) cisable Date Title Shares (Instr. (Instr. 4) (Instr.
 5) 4) 4)

<S>	<C>	<S>	<C>	<S>	<C>	<S>	<C>	<S>
Options	\$2.3750		--	9/11/02	CS	150,000	D	
Options	\$2.3125		--	9/10/06	CS	75,000	D	
Options	\$2.8125		(1)	11/18/07	CS	115,500	D	
Options	\$2.8125		(2)	11/18/07	CS	34,500	D	
Options	\$7.98	11/26/01	A V	8,200	(3) 11/26/11	CS 8,200 *	8,200	D

Explanation of Responses:

- (1) Options to purchase 30,800 shares are presently exercisable; 7,700 shares will become exercisable on 11/18/02.
- (2) Options to purchase 9,200 shares are presently exercisable; 2,300 shares will become exercisable on 11/18/02.
- (3) Options to purchase 2,050 shares will become exercisable on 11/26/02, 2,050 on 11/26/03, 2,050 on 11/26/04 and 2,050 on 11/26/05.

* Employee Stock Option

</TABLE>

JEFFREY H. DUNCAN August 1, 2002

 Jeffrey H. Duncan
 **Signature of Reporting Date

Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).