

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant  [ X ]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

- [ ] Preliminary Proxy Statement
- [ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [ X ] Definitive Proxy Statement
- [ ] Definitive Additional Materials
- [ ] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

DATARAM CORPORATION

(Name of Registrant as Specified In Its Charter)

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Payment of Filing Fee (Check the appropriate box):

- [ X ] No fee required.
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

1) Title of each class of securities to which transaction applies:

\_\_\_\_\_  
2) Aggregate number of securities to which transaction applies:

\_\_\_\_\_

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

\_\_\_\_\_

4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_

5) Total fee paid:

\_\_\_\_\_

[ ] Fee paid previously with preliminary materials

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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DATARAM CORPORATION  
A New Jersey Corporation

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
to be held on September 13, 2005 at 2:00 P.M.

TO THE SHAREHOLDERS OF DATARAM CORPORATION:

The Annual Meeting of the Shareholders of DATARAM CORPORATION (the "Company") will be held at the Company's corporate headquarters at 186 Princeton Road (Route 571), West Windsor, New Jersey, on Tuesday, September 13, 2005 at 2:00 p.m., for the following purposes:

- (1) To elect four (4) directors of the Company to serve until the next succeeding Annual Meeting of Shareholders and until their successors have been elected and have been qualified.
- (2) To ratify the selection of KPMG LLP as the independent certified public accountants of the Company for the fiscal year ending April 30, 2006
- (3) To transact such other business as may properly come before the meeting or any adjournments.

Only shareholders of record at the close of business on the 29th day of July 2005 are entitled to notice of and to vote at this meeting.

By order of the Board of Directors

Thomas J. Bitar,  
Secretary

August 9, 2005

The Company's 2005 Annual Report is enclosed.

PLEASE COMPLETE, DATE, SIGN AND RETURN THE ACCOMPANYING PROXY

IN THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED.

[LOGO]

DATARAM CORPORATION

PROXY STATEMENT  
ANNUAL MEETING OF SHAREHOLDERS  
SEPTEMBER 13, 2005

This Proxy Statement is furnished by DATARAM CORPORATION (the "Company"), which has a mailing address for its principal executive offices at P.O. Box 7528, Princeton, New Jersey 08543-7528, in connection with the solicitation by the Board of Directors of proxies to be voted at the Annual Meeting of Shareholders of the Company to be held at the Company's corporate headquarters at 186 Princeton Road (Route 571), West Windsor, New Jersey on Tuesday, September 13, 2005 at 2:00 p.m. The close of business on July 29, 2005 has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting and any adjournments thereof. This Proxy Statement was mailed to shareholders on or about August 9, 2005.

VOTING RIGHTS

On July 29, 2005 there were outstanding and entitled to vote 8,412,671 shares of the Company's common stock, par value \$1.00 per share (the "Common Stock"). Holders of the Common Stock are entitled to one vote for each share of Common Stock owned on the record date, exercisable in person or by proxy. Shareholders may revoke executed proxies at any time before they are voted by filing a written notice of revocation with the Secretary of the Company. Where a choice has been specified by the holder on the proxy, the shares will be voted as directed. Where no choice has been specified by the holder, the shares will be voted for the nominees described below and for the ratification of accountants.

Directors are elected by a plurality of the number of votes cast. With respect to each other matter to be voted upon, a vote of a majority of the number of shares voting is required for approval. Abstentions and proxies submitted by brokers with a "not voted" direction will not be counted as votes cast with respect to each matter.

EXECUTIVE OFFICERS OF THE COMPANY

The following table sets forth information concerning each of the Company's executive officers:

Name	Age	Positions with the Company
Robert V. Tarantino	62	Chairman of the Board of Directors, President and Chief Executive Officer
Jeffrey H. Duncan	55	Vice President - Manufacturing and Engineering
Mark E. Maddocks	53	Vice President - Finance and Chief Financial Officer
Anthony M. Lougee	44	Controller

- 1 -

Robert V. Tarantino has been employed by the Company since 1970. He has served as President and Chief Executive Officer since 1986. In 1998, he was elected Chairman of the Board of Directors.

Jeffrey H. Duncan has been employed by the Company since 1974. In 1990, he became Vice President-Engineering. Since 1995, he served as Vice President-Manufacturing and Engineering.

Mark E. Maddocks has been employed by the Company since 1978. In 1986 he became Controller. Since 1996 he has served as Vice President-Finance and Chief Financial Officer.

Anthony M. Lougee has been employed by the Company since 1991, initially as Accounting Manager. In 2002 he was named an executive officer and currently serves as Controller, a position he has held since 1999.

#### ELECTION OF DIRECTORS

Four (4) directors will be elected at the Annual Meeting of Shareholders by the vote of a plurality of the shares of Common Stock represented at such meeting. Unless otherwise indicated by the shareholder, the accompanying proxy will be voted for the election of the four (4) persons named under the heading "Nominees for Directors." Although the Company knows of no reason why any nominee could not serve as a director, if any nominee shall be unable to serve, the accompanying proxy will be voted for a substitute nominee.

#### NOMINEES FOR DIRECTORS

The term of office for each director will expire at the next Annual Meeting of Shareholders and when the director's successor shall have been elected and duly qualified. Each nominee is a member of the present Board of Directors and has been elected by shareholders at prior meetings.

Name of Nominee	Age
Robert V. Tarantino	62
Thomas A. Majewski	53
Bernard L. Riley	75
Roger C. Cady	67

Mr. Tarantino is an executive officer of the Company. Mr. Tarantino has been a Director since 1981 and Chairman of the Board of Directors since 1998.

Thomas A. Majewski has been a principal in Walden, Inc., a computer consulting and technologies venture capital firm, since 1990. Prior to 1990, he had been Chief Financial Officer of Custom Living Homes & Communities, Inc., a developer of residential housing. Mr. Majewski has been a Director since 1990.

Bernard L. Riley retired as Executive Vice President and Chief Financial Officer of the Company in 1995. He had been employed by the Company since 1992. His business career included thirty years with International Paper with senior responsibilities in both finance and general management before taking early retirement in 1985. At that time, he was Vice President - Logistics. Thereafter, he served for four years as Vice President, Finance and as a director of Emcore Corporation, a semiconductor equipment manufacturer. During the two years immediately prior to joining Dataram, he was a management consultant. Mr. Riley has been a Director since 1995.

- 2 -

Roger C. Cady is a founder and principal of Arcadia Associates, a strategic consulting and mergers and acquisitions advisory firm. He was employed as Vice President of Business Development for Dynatech Corporation, a diversified communications equipment manufacturer, from 1993 to 1996. Before joining Dynatech he was a strategic management consultant for eight years. His business career has included 16 years in various engineering, marketing and management responsibilities as a Vice President of Digital Equipment Corporation, and President of two early stage startup companies.

Mr. Cady has been a Director since 1996.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the number of shares of Common Stock beneficially owned by certain owners known by the Company to beneficially own in excess of 5% of the Common Stock, each director of the Company, each named executive officer and seven directors and executive officers collectively, as of July 29, 2005. Unless otherwise indicated, stock ownership includes sole voting power and sole investment power. No other person or group is known to beneficially own in excess of five percent (5%) of the Common Stock.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class(1)
Robert V. Tarantino	1,069,833 (2)	12.2%
Thomas A. Majewski	81,250 (3)	1.0%
Bernard L. Riley	42,000 (3)	*
Roger C. Cady	96,700 (4)	1.1%
Jeffrey H. Duncan	253,224 (5)	2.9%
Mark E. Maddocks	166,494 (6)	2.0%
Directors and executive officers as a group (7 persons)	1,737,723 (7)	19.0%
Fidelity Low Priced Stock Fund	858,800 (8)	10.1%

(1) On July 29, 2005, 8,412,671 shares were outstanding.

(2) Of this amount, 17,100 shares are held by Mr. Tarantino's wife and 343,200 shares may be acquired by the exercise of options held. Mr. Tarantino's address is 186 Princeton Road (Route 571), West Windsor, New Jersey 08550.

(3) Of this amount, 32,000 shares may be acquired by the exercise of options held.

(4) Of this amount, 16,000 shares may be acquired by the exercise of options held.

(5) Of this amount, 249,600 shares may be acquired by the exercise of options held.

(6) Of this amount, 6,000 shares are held by Mr. Maddocks' wife and 25,950 shares may be acquired by the exercise of options held.

- 3 -

(7) Of this amount, 631,625 shares may be acquired by the exercise of options held by executive officers, and 80,000 shares may be acquired by exercise of options held by outside directors.

(8) As reported in a Schedule 13G/A filed February 14, 2005, this fund is advised by Fidelity Management and Research Corp. which is controlled by Edward R. Johnson, 3rd and a group consisting of members of the Edward R. Johnson, 3rd family who are the principal Class B shareholders and who are deemed to have the shared power to dispose of the Fund's shares. Each has an address at 82 Devonshire Street, Boston MA 02109.

\* Less than 1%.

<TABLE>

### EXECUTIVE COMPENSATION

The following table sets forth the compensation paid for the fiscal years ended April 30, 2003, 2004 and 2005 to the Company's Chief Executive Officer and the next four most highly compensated executive officers and certain former officers.

#### Summary Compensation Table

Name and Principal Position	Fiscal Year	Annual Compensation		Long Term Compensation		
		Salary	Other Annual Compen- Bonus sation	Stock Options Awarded	Other Compen- sation(1)	
<S>	<S>	<C>	<C>	<C>	<C>	<C>
Robert V. Tarantino Chairman of the Board, President and Chief Executive Officer	2005	294,338	0	--	12,000	12,279
	2004	307,800	0	--	12,000	12,231
	2003	307,800	0	--	12,800	11,000
Jeffrey H. Duncan Vice President - Manu- facturing and Engineering	2005	186,888	0	--	8,200	10,745
	2004	186,888	0	--	8,200	10,952
	2003	186,888	0	--	8,200	10,539
Mark E. Maddocks Vice President - Finance, Chief Financial Officer	2005	189,176	0	--	8,200	10,883
	2004	189,176	0	--	8,200	11,092
	2003	189,176	0	--	8,200	10,883
Lars Marcher(2), President, Executive Vice President and Chief Operating Officer	2005	253,261	0	--	18,200	9,574
	2004	239,800	0	--	8,200	7,094
	2003	227,400	0	--	8,200	4,419
Hugh F. Tucker(2) Vice President - Sales	2005	204,360	0	--	8,200	11,794
	2004	204,360	0	--	8,200	12,040
	2003	204,360	0	--	8,200	11,624

(1) Payments by the Company to a plan trustee under the Company's Savings and Investment Retirement Plan, a 401-K plan. The Company does not have a pension plan.

(2) These individuals are no longer executive officers of the Company.

</TABLE>

- 4 -

<TABLE>

#### Option Grants in the Last Fiscal Year

Name	Number	Exercise Price		Expiration Date	5%(\$)(2)	10%(\$)(2)
		%(1)	<S>			
<S>	<C>	<C>	<C>	<S>	<C>	<C>
Robert V. Tarantino	12,000	10.0	6.75	9/15/09	131,940	210,093
Jeffrey H. Duncan	8,200	6.9	6.75	9/15/09	90,159	143,564
Mark E. Maddocks	8,200	6.9	6.75	9/15/09	90,159	143,564
Lars Marcher	8,200	6.9	6.75	9/15/09	90,159	143,564
	10,000	8.3	6.50	10/15/09	109,950	175,078
Hugh F. Tucker	8,200	6.9	6.75	9/15/09	90,159	143,564

(1) Percent of total granted to employees in the last fiscal year.

(2) Potential realizable value at assumed annual rates of stock price appreciation for the option term.

</TABLE>

The following table provides information concerning stock option exercises by named executive officers during the fiscal year ended April 30, 2005 and the number and value of the named executive officers' unexercised options at fiscal year end:

<TABLE>

Option Exercises in Fiscal 2005 and Option Values at April 30, 2005

Name	Shares acquired on exercise	Value Received (\$)	Value of Unexercised	
			Number of Options at April 30, 2005	In-the-Money Options at April 30, 2005
		Exercisable/ (\$)	Exercisable/ Unexercisable	Exercisable/ Unexercisable (\$)
<S>	<C>	<C>	<C>	<C>
Robert V. Tarantino	—	21,600	328,000 7,744	425,314
Jeffrey H. Duncan	—	12,300	237,300 5,638	354,874
Mark E. Maddocks	57,000	217,508 20,950	13,650 5,638	5,187
Lars Marcher	—	50,500	92,300 5,638	5,187
Hugh F. Tucker	—	20,500	66,300 5,638	107,112

</TABLE>

- 5 -

<TABLE>

Equity Compensation Plan Information at April 30, 2005

Plan Category	Number of Securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding warrants and rights	Number of securities remaining available under equity compensation plans (excluding securities reflected in column (a))
(a)	(b)	(c)	(a)
<S>	<C>	<C>	<C>
Equity compensation plans approved by security holders	1,398,850	4.550	1,313,850
Equity compensation plans not approved by security holders	100,000 (1)	9.875	0
Total	1,498,850	4.906	1,313,850

(1) Options granted to an employee of the Company as an inducement to enter into an Employment Agreement with the Company as part of an asset acquisition.

PERFORMANCE GRAPH

COMPARISON OF THE FIVE-YEAR CUMULATIVE TOTAL RETURN\*  
AMONG DATARAM CORPORATION, THE S&P 500 INDEX AND A PEER GROUP

[The chart is a three-line graph of dollars versus dates having the following data points:

	4/00	4/01	4/02	4/03	4/04	4/05
Dataram	100	45	35	12	33	20
Peer Group**	100	55	59	63	69	81
S&P 500	100	87	76	66	81	86

\*\$100 invested on 4/30/00 in stock or index including reinvestment of dividends. Fiscal year ending April 30.

\*\*Standard Industrial Code Peer Group includes the following companies: Ciprico, Inc.; Dataram Corp.; Dot Hill Systems Corp.; Drexler Technology Corp.; Exabyte Corp.; Iomega Corp.; Komag Inc.; Lasercard Corp.; M Sys Flash Disk Pioneers Ltd.; MTI Technology Corp.; Network Engines, Inc.; Overland Storage, Inc.; Procom Technology, Inc.; Simpletech, Inc.; Stratega AG.; and Western Digital Corp.

EMPLOYMENT AGREEMENTS. Robert V. Tarantino, Jeffrey H. Duncan and Mark E. Maddocks entered into similar Employment Agreements with the Company as of February 1, 2005. Each agreement continues on a year to year basis until terminated by the Company on thirty (30) days notice before April 30th of each year. They provide for a current base compensation of \$275,000 for Mr. Tarantino, \$180,000 for Mr. Duncan and \$182,000 for Mr. Maddocks, subject to annual review by the Board of Directors. In addition, executives will receive a bonus based upon a formula which shall be reviewed and approved annually by the Board of Directors (See "Report of the Compensation Committee of the Board of Directors on Executive Compensation-Bonuses"). The Employment Agreements may be terminated by the Company for cause and expire upon the death, or six months after the onset of the disability, of the executive. In the event of termination or non-renewal, the executive is entitled to one year's base salary at the current rate plus a pro rata bonus for the current year. The Employment Agreements contain terms concerning confidentiality, post-employment restrictions on competition and non-solicitation of Company employees.

Lars Marcher resigned as President and Chief Operating Officer of the Company as of June 30, 2005. He will continue to work as an employee through December 31, 2005 and thereafter will serve as a consultant through April 30, 2006. During these times he will be paid in an amount equal to his present salary. Mr. Marcher has agreed that during these times and for three (3) years thereafter, he will not disclose any trade secrets or confidential information of the Company or its clients. He has also agreed that for twelve (12) months after December 31, 2005 he will not solicit employees of the Company to take up employment with any other company and will not take a position in competition with the Company or take a position with any client of the Company or with whom he has worked on the behalf of the Company without the prior written consent of Dataram.



Hugh Tucker, the Company's Vice President - Sales was terminated as an executive officer of the Company as of May 1, 2005. He will continue to work as an employee through October 28, 2005 and thereafter will serve as a consultant through October 28, 2006. During these times he will be paid in an amount equal to his present salary. Mr. Tucker has agreed that for three (3) years thereafter, he will not disclose any trade secrets or confidential information of the Company or its clients. He has also agreed that for twelve (12) months after October 28, 2006 he will not solicit employees of the Company to take up employment with any other company and will not take a position in competition with the Company nor take a position with any client of the Company or with whom he has worked on the behalf of the Company without the prior written consent of Dataram.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION. The Securities and Exchange Commission rules regarding disclosure of executive compensation require proxy statement disclosure of specified information regarding certain relationships of members of the Company's Board of Directors with the Company or certain other entities. None of the members of the Corporation's Board of Directors has a relationship requiring such disclosure.

- 8 -

#### REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION

The Company's compensation policies applicable to its executive officers are administered by the Compensation Committee (the "Committee") of the Board of Directors. All members of the Committee are independent directors. These policies are designed to enhance the overall strength and financial performance of the Company by aligning the financial interests of the Company's executive officers with those of its stockholders. The three primary components of executive compensation are base salaries, bonuses and stock option grants. The Committee determines the base salary, bonus amount and stock option grants for the President and Chief Executive Officer. The Committee reviews and gives final approval to the President and Chief Executive Officer's recommendations for base salaries, bonus and stock option grants for all other executives.

##### Base Salary

The Committee considered the financial performance of the Company, reviewed a survey of executive salaries for computer and computer products companies and determined the base salary for the Chief Executive Officer, Robert V. Tarantino. Base salaries for other executive officers for the fiscal year ended April 30, 2005 were determined by the President and Chief Executive Officer.

##### Bonuses

Annually, the Committee reviews and gives final approval for a bonus plan for the Chief Executive Officer and for other executive officers. This bonus plan is typically based on a distribution of a percentage of pre-tax operating profits based on meeting or exceeding stated objectives. For fiscal 2005, no bonuses were distributed.

##### Stock Option Plan

The value to each executive officer of stock option grants is tied directly to stock price performance. The Committee grants options under the shareholder approved option plan at an exercise price equal to the market price of the Common Stock at the date of grant. Options granted under the Plan in the last fiscal year had deferred vesting at the end of one year, and expire after five years from the date of grant provided the employee continues in the employment of the Company.

Grants are made to executive officers based on salary, responsibility and performance of the individual officer. The Committee believes that options are important to better align the financial interests of executive officers with those of shareholders in general. Each option granted was a five-year option with a deferred vesting provision of one year.

## Compensation Committee

Thomas A. Majewski  
Roger C. Cady  
Bernard L. Riley

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES PROPOSED BY THE BOARD OF DIRECTORS, AND, UNLESS A SHAREHOLDER GIVES INSTRUCTIONS ON THE PROXY CARD TO THE CONTRARY, THE PROXY AGENTS NAMED THEREON INTEND SO TO VOTE.

- 9 -

## RATIFICATION OF THE SELECTION OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Audit Committee of the Board of Directors has selected KPMG LLP as the independent certified public accountants to the Company for the fiscal year ending April 30, 2006. The holders of Common Stock are asked to ratify this selection. KPMG LLP has served the Company in this capacity since the Company's incorporation. If the shareholders fail to ratify this selection of KPMG LLP, the Audit Committee will reconsider its action in light of the shareholder vote.

The Company has been advised by KPMG LLP that representatives of that firm are expected to be present at the Annual Meeting of Shareholders. These representatives will have the opportunity to make a statement, if they so desire, and will also be available to respond to appropriate questions from shareholders.

## PRINCIPAL ACCOUNTANTS FEES AND SERVICES

The following table sets forth the aggregate fees billed to the Company for the last two fiscal years by the Company's independent accounting firm, KPMG LLP for professional services:

	2005	2004
Audit fees	\$ 140,000	\$ 102,500
Audit related fees (1)	19,700	12,000
Tax fees(2)	57,900	18,600
All other fees	0	0
Total fees	\$ 217,600	\$ 133,100

(1) Consists principally of the audit of the financial statements of the Company's employee benefit plan.

(2) Consists principally of fees for tax consultation and tax compliance services, including foreign jurisdictions.

All non-audit fees of auditor must be pre-approved by the Audit Committee of the Board of Directors unless the amount is less than 5% of the amount of revenues to the auditor in the previous fiscal year or was not regarded as a non-audit fee at the time it was contracted for. In either event, the fee must be submitted to the Audit Committee for its approval before the completion of the audit. In the previous fiscal year, all Audit Related Fees, all Tax Fees and all Other Fees were pre-approved by the Audit Committee pursuant to this policy.

- 10 -

## REPORT OF THE AUDIT COMMITTEE

Pre-approval by the Audit Committee of all non-audit services performed by the Company's independent accountants is now required by law. Where urgent action is required, the Chairman of the Committee may give this

approval subject to confirmation of this decision by the full Committee at its next meeting.

The Audit Committee has reviewed and discussed the Company's audited financial statements for the fiscal year ended April 30, 2005, with management and the Company's independent public accountants, KPMG LLP.

The Audit Committee has discussed with KPMG LLP the matters required to be discussed by Statement of Auditing Standards No. 61 (Certification of Statements on Auditing Standards, AU 380).

The Audit Committee has received the written disclosures and the letter from KPMG LLP required by Independence Standards Board Standard No. 1 ("Independence Discussions with Audit Committees"), as amended, and has discussed with KPMG LLP that firm's independence from the Company.

Based on the review and discussions referred to above in this report, the Audit Committee recommended to the Company's Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2005 for filing with the Securities and Exchange Commission.

#### Audit Committee

Thomas A. Majewski, Chairman  
Bernard L. Riley  
Roger C. Cady

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" RATIFICATION OF THE SELECTION OF INDEPENDENT ACCOUNTANTS, AND, UNLESS A SHAREHOLDER GIVES INSTRUCTIONS ON THE PROXY CARD TO THE CONTRARY, THE APPOINTEES NAMED THEREON INTEND SO TO VOTE.

#### OTHER MATTERS

Should any other matter or business be brought before the meeting, a vote may be cast pursuant to the accompanying proxy in accordance with the judgment of the proxy holder. The Company does not know of any such other matter or business.

#### PROPOSALS OF SECURITY HOLDERS AT 2006 ANNUAL MEETING

Any shareholder wishing to present a proposal which is intended to be presented at the 2006 Annual Meeting of Shareholders should submit such proposal to the Company at its principal executive offices no later than April 14, 2006. It is suggested that any proposals be sent by certified mail, return receipt requested.

- 11 -

#### BOARD OF DIRECTORS

The Board of Directors of the Company met seven times during the last fiscal year. The Board of Directors has a process for shareholders to communicate with directors. Shareholders should write to the President at the Company's mailing address and specifically request that a copy of the letter be distributed to a particular board member of all board members. It is the policy of the board that all members will attend the Annual Meeting of Shareholders and all members of the board attended last year's meeting.

The Board of Directors has a standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended, whose members are Thomas A. Majewski, Bernard L. Riley and Roger C. Cady. This Committee met four times during the last fiscal year.

The Company's Board of Directors has adopted a written charter for the Audit Committee which was attached as an exhibit to last year's Proxy Statement and is available on the Company's website. Each member of the

Audit Committee is "independent" within the meaning of the NASDAQ listing standards. The Board of Directors has determined that Mr. Riley is a "financial expert" within the meaning of those standards and Item 401(h) of SEC Regulation S-K and is "independent" as that term is used in Item 7(d)(3)(iv) of Schedule 14A of the Proxy Rules. The principal functions of the Audit Committee are evaluation of work of the auditors, review of the accounting principles used in preparing the annual financial statements, review of internal controls and procedures and approval of all audit and non-audit services of the auditor.

The Board of Directors has a standing Compensation Committee whose members are Thomas A. Majewski, Roger C. Cady and Bernard L. Riley. This Committee met one time during the past fiscal year. The principal functions of the Compensation Committee are to recommend to the Board of Directors the compensation of directors and the Chief Executive Officer and to establish and administer various compensation plans, including stock option plans.

The Board of Directors has a standing Nominating Committee whose members are Thomas A. Majewski, Roger C. Cady and Bernard L. Riley. This Committee met once during the past fiscal year. The principal function of this Committee is the recommendation to the Board of Directors of new members of the Board of Directors. The members of the Nominating Committee are "independent" within the meaning of the NASDAQ listings standards. The Board of Directors has adopted a charter for Nominating Committee and this charter is available on the Company's website, [www.dataram.com](http://www.dataram.com). In years in which the Board considers that the selection of a new director would be desirable, the Nominating Committee solicits recommendations from the directors and the executive officers. The committee will also consider recommendations made by shareholders. From these recommendations, the committee selects a small group to be interviewed. The committee then makes a recommendation to the full board. This Committee will consider nominees for the Board of Directors recommended by shareholders. Shareholders desiring to make such recommendations should write directly to the Committee at the Company's executive offices at P.O. Box 7528, Princeton, New Jersey 08543-7528.

Directors who are not employees of the Company receive a quarterly payment of \$6,000. During fiscal 2005 Mr. Riley, Mr. Cady and Mr. Majewski each received five year options to purchase 8,000 shares of the Common Stock of the Company at \$6.75, the fair market value of the Common Stock at the date of grant. All of these options are exercisable one year from the date of grant.

- 12 -

#### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The Securities and Exchange Commission requires that the Company report to shareholders the compliance of directors, executive officers and 10% beneficial owners with Section 16(a) of the Securities Exchange Act of 1934, as amended. This provision requires that such persons report on a current basis most acquisitions or dispositions of the Company's securities. Based upon information submitted to the Company, all directors, executive officers and 10% beneficial owners have fully complied with such requirements during the past fiscal year.

#### MISCELLANEOUS

The accompanying proxy is being solicited on behalf of the Board of Directors of the Company. The expense of preparing, printing and mailing the form of proxy, including broker solicitation fees and accountants' and attorneys' fees in connection therewith, will be borne by the Company. The amount is expected to be the amount normally expended for a solicitation for an election of directors in the absence of a contest and costs represented by salaries and wages of regular employees and officers. Solicitation of proxies will be made by mail, but regular employees may solicit proxies by telephone or otherwise.

Please date, sign and return the accompanying proxy at your earliest convenience. No postage is required for mailing in the United States.

Financial information concerning the Company is set forth in the

Company's 2005 Annual Report to Security Holders, which is enclosed.

By Order of the Board of Directors

THOMAS J. BITAR,  
Secretary

ANNUAL REPORT ON FORM 10-K

Upon the written request of a shareholder, the Company will provide, without charge, a copy of its Annual Report on Form 10-K for the year ended April 30, 2005, including the financial statements and schedules and documents incorporated by reference therein but without exhibits thereto, as filed with the Securities and Exchange Commission. The Company will furnish any exhibit to the Annual Report on Form 10-K to any shareholder upon request and upon payment of a fee equal to the Company's reasonable expenses in furnishing such exhibit. All requests for the Annual Report on Form 10-K or its exhibits should be addressed to Vice President - Finance, Dataram Corporation, P.O. Box 7528, Princeton, New Jersey 08543-7528.

- 13 -

DATARAM CORPORATION  
P.O. Box 7528, Princeton, New Jersey 08543-7528

PROXY SOLICITED ON BEHALF OF THE COMPANY'S BOARD OF DIRECTORS

The undersigned hereby appoints and constitutes Robert V. Tarantino and Thomas J. Bitar, and each of them, attorneys and proxies for the undersigned, with full power of substitution to vote as if the undersigned were personally present at the Annual Meeting of the Shareholders of Dataram Corporation (the "Company") to be held at the Company's corporate headquarters at 186 Princeton Road (Route 571), West Windsor, New Jersey, on Tuesday, September 13, 2005 at 2 o'clock in the afternoon and at all adjournments thereof, the shares of stock of said Company registered in the name of the undersigned. The undersigned instructs all such proxies to vote such shares as follows upon the following matters, which are described more fully in the accompanying proxy statement:

I authorize and instruct my Proxy to:

1. VOTE FOR \_\_\_ all nominees for the Company's Board of Directors listed below; except that I WITHHOLD AUTHORITY for the following nominees (if any)

Robert V. Tarantino \_\_\_ Roger C. Cady \_\_\_  
Thomas A. Majewski \_\_\_ Bernard L. Riley \_\_\_

VOTE WITHHELD \_\_\_ from all nominees.

2. VOTE FOR \_\_\_ AGAINST \_\_\_ ABSTAIN \_\_\_ ratification of the selection of KPMG LLP to be the independent auditors of the Company for the fiscal year ending April 30, 2006.

(Continued, and to be signed, on the other side)

(See other side)

3. In their discretion, to vote upon such other business as may properly come before the meeting and all adjournments thereof. This proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted

for Proposals 1 and 2.

Please sign exactly as name appears below. When shares are held by joint tenants, both should sign. When signing as attorney, as executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by

President or other authorized officer.

If a partnership, please sign in partnership name by authorized person.

Signature

Signature if held jointly

Dated                      2005

PLEASE MARK, SIGN, DATE AND RETURN THE  
PROXY CARD PROMPTLY USING THE ENCLOSED  
ENVELOPE.