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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 27, 2006

DATARAM CORPORATION

(Exact name of re	gistrant as specified	in charter)	
New Jersey	1-8266	22-1831409	
(State or other juris- diction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)	
Route 571, P.O. Box 7	7528, Princeton, NJ	08543-7528	
(Address of principal	executive offices)	(Zip Code)	

Registrant's telephone number, including area code: (609) 799-0071

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- [] Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 2 - Financial Information

Item 2.02. Results of Operations and Financial Condition.

On February 27, 2006 Dataram Corporation announced the results of operations for the third fiscal quarter. A copy of this public announcement is furnished as an exhibit. An associated dial-in conference call will occur on the date of the announcement's release. This dial-in conference call was publicly announced on February 15, 2006, and will be broadly accessible to the public. Further information about the Company is available at http://www.dataram.com.

The information provided in that press release, in this report and in that conference call may include forward-looking statements relating to future events, such as the development of new products, the pricing and availability of raw materials, or the future financial performance of the Company. Actual results may differ from such projections and are subject to certain risks including, without limitation, risks arising from: changes in the price of memory chips, changes in the demand for memory systems, increased competition in the memory systems industry, order cancellations, delays in developing and commercializing new products and other factors described in the Company's most recent Annual Report on Form 10-K, filed with the Securities and Exchange Commission, which can be reviewed at http://www.sec.gov and at http://www.dataram.com.

Section 8 - Other Events.

Item 8.01. Other Events.

The Company announced on February 27, 2006 that a \$0.06 cash dividend has been declared by the Company's board of directors which is payable on March 22, 2006 to shareholders of record as of March 9, 2006. See Exhibit 99.1.

Section 9 - Financial Statements and Exhibits.

Item 9.01. Exhibits.

99.1 Press Release dated February 27, 2006 announcing results of operations and a cash dividend. (Furnished not filed)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DATARAM CORPORATION

By: MARK MADDOCKS

Date: February 27, 2006

Mark Maddocks, Vice President-Finance and Chief Financial Officer

DATARAM Dataram Contact: Investor Contact: Mark Maddocks, Joe Zappulla Vice President-Finance, CFO Wall Street Investor Relations PRESS RELEASE 609-799-0071 212-681-4100 info@dataram.com JZappulla@WallStreetIR.com

DATARAM REPORTS THIRD QUARTER FISCAL 2006 FINANCIAL RESULTS

Board of Directors Approves 20% Increase in Quarterly Dividend

PRINCETON, N.J. February 27, 2006 -- Dataram Corporation (NASDAQ: DRAM) today reported its financial results for its third quarter ended January 31, 2006. Revenues for the third quarter of the current fiscal year were \$9.2 million, which compares to \$14.4 million for the third quarter of the prior fiscal year and \$9.9 million in this year's second quarter. Revenues for the first nine months of the current fiscal year were \$33.0 million versus \$50.5 million for the comparable prior year period. Prior fiscal year third quarter and nine month revenues included sales of approximately \$4.1 million and \$18.2 million, respectively, to one customer compared to \$13,000 and \$3.1 million for the comparable current year periods.

Earnings before income taxes for the third quarter were \$2.3 million, which includes a gain of \$1.9 million from the sale of the Company's undeveloped land. This compares to earnings before income taxes of \$157,000 for the third quarter of the previous fiscal year and \$565,000 for the second quarter of the current fiscal year.

Net earnings for the third quarter were \$1.4 million or \$0.16 per diluted share compared to net earnings of \$147,000 or \$0.02 per diluted share for last fiscal year's third quarter and \$352,000 or \$0.04 per diluted share for the second quarter of this fiscal year. The Company has net operating loss (NOL) carryforwards totaling approximately \$10.9 million. The Company's tax rate for financial reporting purposes in the current fiscal year is approximately 38 percent, although he Company will continue to pay taxes at an approximate rate of 7 percent until it utilizes all of its NOL carryforwards. In fiscal 2005, the Company's effective tax rate for financial reporting purposes had been approximately 7 percent.

Fiscal year to date earnings before income taxes were \$4.3 million (inclusive of the gain from the real estate transaction) compared to \$3.0 million for the nine month period in the prior fiscal year. Net earnings for the first nine months of the current fiscal year were \$2.7 million or \$0.30 per diluted share versus \$2.8 million or \$0.31 per diluted share for the comparable period in fiscal 2005.

Gross margins during the third quarter were approximately 29 percent, which compares to approximately 30 percent in the second quarter and 21 percent for the third quarter of the prior fiscal year. The Company considers 25 percent gross margins with quarterly fluctuations of as much as 3 percent to be normal. Engineering and selling, general and administrative costs were \$2.5 million in the current quarter, down from \$3.0 million during third quarter of the prior fiscal year. The Company's backlog at the end of the third quarter.

During the third quarter, the Company closed on its contract of sale for its undeveloped land. The purchase price was \$3,075,000 of which half, or \$1,537,500, was paid in the form of a one-year mortgage, which accrues interest at 5% per annum. Of the remainder \$250,000 had been previously paid as deposits and \$1,287,500 was received at closing in cash.

Cash and equivalents increased \$2.3 million from the previous quarter to approximately \$15.0 million or \$1.77 per share. This also represents an increase of \$5.7 million from the beginning of the fiscal year. The Company's current ratio has grown to 10.7 and the Company's book value is now \$2.82 per share. As of January 31, 2006, there were 8,475,396 common shares outstanding.

Robert V. Tarantino, Dataram's chairman and CEO commented, "While we experienced our typical seasonal slowness in the third quarter, we generated significant cash flow from operating activities in addition to the cash realized from the sale of the land. Today, the Company's board of directors declared a quarterly dividend of \$0.06 cents per common share, an increase of 20 percent, or \$0.01 per share, over the previous quarterly payment. The dividend will be payable on March 22, 2006, to shareholders of record as of March 9, 2006."

As announced in a press release dated February 15, 2006, Dataram will conduct a conference call today at 4:30 p.m. (EST) to present its third quarter financial results and to respond to investor questions. Interested shareholders may participate in the call by dialing 800-729-5806 and providing the following reservation number: 21284075. It is recommended that participants call 10 minutes before the conference call is scheduled to begin. The conference call can also be accessed over the Internet through Vcall at www.vcall.com. A replay of the call will be available approximately one hour after the completion of the conference call through Vcall and for 24 hours by dialing 800-633-8284 or 402-977-9140 and entering the reservation number listed above.

ABOUT DATARAM CORPORATION

Dataram is a worldwide leader in the design and manufacture of high capacity, reliable and innovative memory solutions. With over 38 years of experience, Dataram provides customized memory solutions for OEMs and compatible memory for leading brands including HP, Dell, IBM, SGI, Sun Microsystems and Intel. For more information about Dataram, visit www.dataram.com

The information provided in this press release may include forward-looking statements relating to future events, such as the development of new products, pricing and availability of raw materials or the future financial performance of the Company. Actual results may differ from such projections and are subject to certain risks including, without limitation, risks arising from: changes in the price of memory chips, changes in the demand for memory systems, increased competition in the memory systems industry, order cancellations, delays in developing and commercializing new products and other factors described in the Company's most recent Annual Report on Form 10-K, filed with the Securities and Exchange Commission, which can be reviewed at http://www.sec.gov.

***** Financial Tables Follow *****

DATARAM CORPORATION AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENT OF EARNINGS (In thousands, except per share amounts) (Unaudited)

	Third Quarter Ended January 31,		Nine Months Ended January 31,			
	2006	20	05	2006	2005	
Revenues	\$ 9,	220	\$14,43	1 \$3	3,022	\$50,544
Costs and expenses: Cost of sales Engineering and dev Selling, general and administrative	elopmen	t 2,17	11,420 287 5 2,63 373	317 36	84 6,950	47 947 7,760
Earnings from operati	ons		238	58	2,073	2,860
Other income	2	,030	99	2,2	249	177
Earnings before incon	ne taxes		2,268	157	4,32	22 3,037

Income tax provision		863	10 1,6	34 197	
Net earnings	\$ 1,4 ======	05 \$ 14 ======	7 \$ 2,68 =====	38 \$ 2,840 === ====	
Net earnings per share	e:				
Basic	\$ 0.17	\$ 0.02	\$ 0.32	\$ 0.33	
Diluted	\$ 0.16	\$ 0.02	\$ 0.30	\$ 0.31	
Weighted average number of shares outstanding:					
Basic	8,472	8,621	8,431	8,594	
Diluted	8,831	9,176	8,825	=== ==== 9,223	

DATARAM CORPORATION AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands) (Unaudited)

January 31, 2006 April 30, 2005

ASSETS

Current assets			
	¢ 14070	¢ 0.291	
Cash and cash equivalents	\$ 14,979	\$ 9,281	
Trade receivables, net	4,171	8,397	
Inventories	1,874	2,369	
Note receivable	1,537	0	
Deferred income taxes	1,462	3,258	
Other current assets	148	130	
Total current assets	24,171	23,435	
Deferred income taxes	1,130	630	
Property and equipment, net	765	2,028	
Other assets	105	54	
Total assets	\$ 26,171 \$	26,147	

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities		
Accounts payable	\$ 1,422	\$ 2,528
Accrued liabilities	833	1,438
Total current liabilities	2,255	3,966
Stockholders' equity	23,916	22,181
Total liabilities and stockhole	ders' equity \$ 26,1	71 \$ 26,147