

FORM 4

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

OMB APPROVAL
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * DUNCAN JEFFREY H <small>(Last) (First) (Middle)</small> 2353 PENNINGTON ROAD <small>(Street)</small> PENNINGTON, NJ 08534 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol DATARAM CORP [DRAM-NASDQ] 3. Date of Earliest Transaction (Month/Day/Year) 08/24/2006 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <small>Director _____ 10% Owner _____</small> <input checked="" type="checkbox"/> Officer (give title below) <small>Other (specify below)</small> Vice President, Manufacturing 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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 Stock	08/24/2006		M		20,600	A	\$ 2.3125	20,600	D	
Common Stock	08/24/2006		S		500	D	\$ 4.59	20,100	D	
Common Stock	08/24/2006		S		500	D	\$ 4.61	19,600	D	
Common Stock	08/24/2006		S		500	D	\$ 4.60	19,100	D	
Common Stock	08/24/2006		S		2,500	D	\$ 4.56	16,600	D	
Common Stock	08/24/2006		S		500	D	\$ 4.61	16,100	D	
Common Stock	08/24/2006		S		500	D	\$ 4.63	15,600	D	
Common Stock	08/24/2006		S		1,000	D	\$ 4.56	14,600	D	
Common Stock	08/24/2006		S		500	D	\$ 4.59	14,100	D	
Common Stock	08/24/2006		S		623	D	\$ 4.63	13,477	D	
Common Stock	08/24/2006		S		377	D	\$ 4.582	13,100	D	
Common Stock	08/24/2006		S		300	D	\$ 4.6067	12,800	D	
Common Stock	08/24/2006		S		1,500	D	\$ 4.57	11,300	D	
Common Stock	08/24/2006		S		200	D	\$ 4.59	11,100	D	
Common Stock	08/24/2006		S		1,000	D	\$ 4.5531	10,100	D	
Common Stock	08/24/2006		S		100	D	\$ 4.55	10,000	D	
Common Stock	08/24/2006		S		400	D	\$ 4.52	9,600	D	
Common Stock	08/24/2006		S		500	D	\$ 4.514	9,100	D	
Common Stock	08/24/2006		S		177	D	\$ 4.51	8,923	D	
Common Stock	08/24/2006		S		256	D	\$ 4.4761	8,667	D	
Common Stock	08/24/2006		S		67	D	\$ 4.46	8,600	D	
Common Stock	08/24/2006		S		2,000	D	\$ 4.454	6,600	D	
Common Stock	08/24/2006		S		700	D	\$ 4.45	5,900	D	
Common Stock	08/24/2006		S		300	D	\$ 4.3933	5,600	D	
Common Stock	08/24/2006		S		2,500	D	\$ 4.49	3,100	D	
Common Stock	08/24/2006		S		2,500	D	\$ 4.486	600	D	
Common Stock	08/24/2006		S		600	D	\$ 4.48	0	D	
Common Stock								3,680	I	By 401(k)

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

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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	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	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				Disposed of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)							
Options (09/10/1996)	\$ 2.3125	08/24/2006		X			20,600	09/10/2001	09/10/2006	Common Stock	54,400	(1)	54,400	D
Options (11/19/1997)	\$ 2.8125							11/19/2002	11/19/2007	Common Stock	150,000		150,000	D
Options (11/26/2001)	\$ 7.98							11/26/2005	11/26/2011	Common Stock	8,200		8,200	D
Options (09/18/2002)	\$ 2.99							(2)	09/18/2012	Common Stock	8,200		8,200	D
Options (09/18/2003)	\$ 4.09							(3)	09/18/2013	Common Stock	8,200		8,200	D
Options (09/15/2004)	\$ 6.75							09/15/2005	09/15/2009	Common Stock	8,200		8,200	D
Options (09/14/2005)	\$ 6.63							09/14/2006	09/14/2010	Common Stock	8,200		8,200	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNCAN JEFFREY H 2353 PENNINGTON ROAD PENNINGTON, NJ 08534			Vice President, Manufacturing	

Signatures

Jeffrey H. Duncan	08/25/2006
<small>Signature of Reporting Person</small>	<small>Date</small>

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).
- (1) Stock option issued to employee with an exercise price equal to the fair market value of the common stock on the date of grant.
- (2) 6,150 shares are presently exercisable and 2,050 shares become exercisable on 09/18/2006.
- (3) 4,100 shares are presently exercisable and 2,050 shares each become exercisable on 09/18/2006 and 09/18/2007.

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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