

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

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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): October 30, 2007

DATARAM CORPORATION

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(Exact name of registrant as specified in charter)

New Jersey                      1-8266                      22-19314-09

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State or other jurisdiction                      (Commission                      (IRS Employer  
of incorporation)                      File Number)                      Identification No.)

Route 571, P. O. Box 7528, Princeton, NJ                      08543-7528

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(Address of principal executive offices)                      (Zip Code)

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

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(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 (17 CFR 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 5 - Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 30, 2007 the registrant agreed with Jeffery H Duncan, Vice President of Manufacturing and Engineering to repurchase the remaining unexercised stock options that were granted to him on November 18, 1997, 85,227 options, at a price per option of \$0.3675. This price represents the closing market price of the registrant's common stock on October 30, 2007 less the exercise price of the stock options of \$2.8125 per share. The aggregate purchase price was \$31,320.92. These options had an expiration date of November 18, 2007.

Section 9 - Financial Statements and Exhibits.

Item 9.01. Exhibits.

99 Letter Agreement with Jeffery H. Duncan regarding Purchase of Stock Options

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: November 1, 2007

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Mark Maddocks, Vice President-Finance  
and Chief Financial Officer

October 30, 2007

Mr. Jeffrey Duncan  
2353 Pennington Road  
Pennington, NJ 08534

Re: Purchase of Option Rights

Dataram Corporation ("the Company") hereby offers to purchase all of your remaining options to purchase the common stock of the Company arising from the stock option granted to you on November 19, 1997. The purchase price per option offered is the difference between the exercise price of the stock option (\$2.8125 per share) and the lower of \$3.40 or the closing price of the Company's common stock as reported by the NASDAQ stock market on October 30, 2007. The purchase consideration will be paid to you as a lump sum in the payroll dated November 9, 2007, less any applicable withholding.

If you accept this offer, you may need to terminate early any outstanding Rule 10b5-1 Plan and you may wish to have a discussion with counsel before taking this step. You will also need to report this transaction on Form 4 within two days.

This offer must be accepted today or this offer will expire and the transaction will close automatically without the need for further action by either party.

Mark Maddocks  
Vice-President, Finance

Accepted:

Date:

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Jeffrey H. Duncan