FORM 4	
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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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SEC 1474 (9-02)

#### 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 Giordano Rose Ann	2. Issuer Name <b>and</b> Ticker or Trading Symbol DATARAM CORP [DRAM]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
21 OLD VILLAGE ROAD		3. Date of Earliest Transaction (Month/Day/Year) 12/28/2009						her (specify belo	w)		
(Street) ACTON, MA 01720		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	Date (Month/Day/Year)	Execution Date, if	(Instr. 8)		4. Securi (A) or D (Instr. 3, Amount	isposed	5)	Transaction(s) (Instr. 3 and 4)	Ownership Form:	Beneficial Ownership	
Common Stock	12/28/2009		S		1,000	D	\$ 3.9907	0	D		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)														
	3. Transaction	3A. Deemed												11. Nature
					Expiration Date									
	(Month/Day/Year)			e Derivative		(Month/Day/Year)		Underlying					Beneficial	
/		(Month/Day/Year)	(Instr. 8	)							(Instr. 5)			-
										(Instr. 3 and 4)				(Instr. 4)
Security														
					· ·		1					(instr. i)	(11501. 1)	
					.,			1		Amount				
									Title					
							Exercisable	Date		of				
			Code	V	(A)	(D)				Shares				
									Common				_	
s \$6.42							09/14/2006	09/14/2010		6,000		6,000	D	
									1					
s \$4.70							09/13/2007	09/13/2011		8,000		8,000	D	
									Stock	-,		-,	_	
									Common				-	
s \$3.33							09/27/2008	09/27/2012		8,000		8,000	D	
									1					
<b>*</b> 1 00							00/05/0000	00/05/0010				1 < 0.00		
s \$1.99							09/25/2009	09/25/2018	Stock	16,000		16,000	D	
\$ 257							00/04/0010(1)	00/24/2010	Common	10.000		40.000	D	
s \$ 2.57							09/24/2010	09/24/2019	Stock	40,000		40,000	D	
	y or Exercise Price of Derivative Security	<ul> <li>ive Conversion Date or Exercise (Month/Day/Year)</li> <li>Price of Derivative Security</li> <li>is \$ 6.42</li> <li>is \$ 4.70</li> <li>is \$ 3.33</li> <li>is \$ 1.99</li> </ul>	of 2.       3. Transaction Date       3A. Deemed Execution Date, if any (Month/Day/Year)         or Exercise Derivative Security       (Month/Day/Year)       (Month/Day/Year)         is       \$ 6.42       1         is       \$ 3.33       1         is       \$ 1.99       1	of 2. 3. Transaction Date Conversion Date (Month/Day/Year) 3A. Deemed Execution Date, if Date (Month/Day/Year) any (Month/Day/Year) any (Month/Day/Year) any (Month/Day/Year) and Code (Instr. 8 Security	of 2. 3. Transaction Date Conversion Date (Month/Day/Year) 3A. Deemed Execution Date, if Transaction Code Instructive Security Se	of 2. Conversion Date 3. Transaction Date 3. Deemed Execution Date, if Transaction of Code 3. Transaction of Code	of 2.       3. Transaction Date       3A. Deemed Execution Date, if any (Month/Day/Year)       5. Number of Code (Instr. 8)         or Exercise Price of Derivative Security       (Month/Day/Year)       (Month/Day/Year)       Transaction (Instr. 8)       5. Number of Derivative (Instr. 8)         s       \$ 6.42       Code       V       (A) or Disposed of (D) (Instr. 3, 4, and 5)         is       \$ 4.70       S       S       S         is       \$ 1.99       Instr. 8       S       Instr. 8	of 2.       3. Transaction Date       3A. Deemed Execution Date, if Conversion Date (Month/Day/Year)       5. Number of Date Exercisa of Code (Month/Day/Year)       6. Date Exercisa Expiration Date (Month/Day/Year)         ()       Price of Derivative Security       (Month/Day/Year)       (Month/Day/Year)       5. Number of Date (Month/Day/Year)       6. Date Exercisa Expiration Date (Month/Day/Year)         ()       Price of Derivative Security       (Month/Day/Year)       (Month/Day/Year)       6. Date Exercisa Expiration Date (Month/Day/Year)         ()       Security       Security       Securities       Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)         (Is       \$ 6.42       Code       V       (A) (D)         (Is       \$ 4.70       09/11/2006         (Is       \$ 3.33       09/27/2008       09/27/2008         (Is       \$ 1.99       09/25/2009       09/25/2009	of 2.       3. Transaction Date       3A. Deemed Execution Date, if any (Month/Day/Year)       5. Number 6. Date Exercisable and Expiration Date of Derivative Security         () ) Price of Derivative Security       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)         (A) or Disposed of (D) (Instr. 3, 4, and 5)       (Month/Day/Year)       Date Expiration Date of Derivative Securities       Date Expiration Date (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       Date Expiration Date (Month/Day/Year)       Date Expiration Date (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       Date Expiration Date (Month/Day/Year)       Date Expiration Date (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       Date Expiration Date (Month/Day/Year)       Expiration Date (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       Date Expiration Date (Month/Day/Year)       Expiration Date (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       Date Expiration Date (Month/Day/Year)       Expiration Date (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       Date (Month/Day/Year)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)	of 2. Conversion Date       3. Transaction Date       3. Deemed Execution Date, if any (Month/Day/Year)       5. Number 6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Month/Day/Year)         (b) Price of Derivative Security       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 3, 4, and 5)         (s) \$ 6.42       (Month/Day/Year)       (Month/Day/Year)       Date       Expiration Date (Instr. 3, 4, and 5)       Date         (s) \$ 4.70       (Month/2000)       (Month/2000)       (Month/2000)       (Month/2000)       Op/14/2010       Common Stock         (s) \$ 4.70       (Month/2000)       (Month/2000)       (Month/2000)       (Month/2000)       Op/13/2007       Op/13/2011       Common Stock         (s) \$ 3.33       (S) \$ 1.99       (S) \$ 2.57       (Month/2000)       Op/22/2010       Op/24/2010)       Common Stock	of 2. (ve or exercise) () price of Exercise () () privative Security       3. Transaction Date (Month/Day/Year)       3. Deemed Execution Date, if any (Month/Day/Year)       5. Number (Transaction Code (Instr. 8)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 3, 4, and 5)         is       \$ 6.42       Image: Code (Instr. 8)       Date (Instr. 3, 4, and 5)       Date (Month/Day/Year)       Title and Amount of Underlying Securities (Instr. 3, 4, and 5)         is       \$ 6.42       Image: Code (Instr. 8)       Date (Instr. 8)       Date (Instr. 3, 4, and 5)       Expiration Date (Instr. 3, 4, and 5)       Title Image: Code (Instr. 3, 4, and 5)         is       \$ 6.42       Image: Code (Instr. 8)       Image: Code (Instr. 8)       Date (Instr. 8)       Expiration Date (Instr. 3)       Title (Instr. 8)         is       \$ 4.70       Image: Code (Instr. 8)         is       \$ 4.70       Image: Code (Instr. 8)         is       \$ 1.99       Image: Code (Instr. 8)         is       \$ 1.99	of ive (conversion price of met security3. Transaction Execution Date (Month/Day/Year)3. Deemed Execution Date any (Month/Day/Year)4. transaction of Code (Instr. 8)5. Number of Derivative Security6. Date Exercisable and Expiration Date (Month/Day/Year)7. Title and Amount of Underlying Securities (Instr. 3 and 4)8. Price of Derivative Security $i^{0}$ (Month/Day/Year)3. L Deemed Execution Date, if Derivative Security (Month/Day/Year)5. Number of code (Instr. 8)5. Date Exercisable and Expiration Date (Month/Day/Year)7. Title and Amount of Underlying Securities (Instr. 3 and 4)security (Instr. 3)Month/Day/Year)Month/Day/Year)5. Number of Disposed of (D) (Instr. 3, 4, and 5)5. Date Exercisable and Expiration Date (Month/Day/Year)7. Title and Amount of Underlying Securities (Instr. 3 and 4)as s\$ 6.42Image: Security CodeDate ExercisableExpiration Date7. Title and Amount of Underlying Securities (Instr. 3, 4, and 5)as s\$ 6.42Image: Security CodeDate ExercisableExpiration DateTitle Month/O Number of Sharesas s\$ 6.42Image: Security CodeImage: Security (Instr. 3, 4, and 5)Date Image: SecurityCommon Stock6,000as s\$ 4.70Image: Security (Image: SecurityImage: Security (Image: SecurityImage: Security (Image: SecurityCommon Stock8,000as s\$	of 2. Orversion Date       3. Transaction Date       3. A. Deemed Execution Date, if any or Exercise (Month/Day/Year)       3. A. Deemed Execution Date, if ansaction of perivative Securities (Month/Day/Year)       5. Number of Derivative Securities (Month/Day/Year)       7. Title and Amount of Underlying Securities (Instr. 3 and 4)       8. Price of Derivative Securities (Instr. 3 and 4)       8. Price of Derivative (Instr. 4)         security       security       S 6.42       Code       V       (A)       (D)       Date Exercisable       Expiration Date (Month/Day/Year)       8. Price of Derivative Securities (Instr. 3)       8. Price of Derivative Securities (Instr. 4)       8. Price of Derivative Securities (Instr. 4)         security       security       S 6.42       Code       V       (A)       Date Exercisable       Expiration Date       Title       Amount of Number of Shares       8.000       6.000         is       \$ 6.42       Code       V       (A)       (D)       Date Exercisable       Stock       6.000       6.000       8.000       8.000         is       \$ 4.70       Code       V       (A)       D       09/13/2007       09/13/2011       Common Stock       6.000       8.000       8.00	of 2. or conversion protection protection of the protect of protect

### **Reporting Owners**

Demontine Original News ( Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Giordano Rose Ann 21 OLD VILLAGE ROAD ACTON, MA 01720	Х						

## Signatures

Rose Ann Giordano	12/29/2009	
Signature of Reporting Person	Date	

# **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) Options to purchase 20,000 shares vest on 09/24/2010; options to purchase the remaining 20,000 shares vest on 09/24/2011.

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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