

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 * LOUGEE ANTHONY | | | 2. Issuer Name and Ticker or Trading Symbol DATARAM CORP [DRAM] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer | | |
| (Last) (First) (Middle) 777 ALEXANDER ROAD, SUITE 100 | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/15/2016 | | | | | |
| (Street) PRINCETON, NJ 08540 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 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 | | |
| (City) (State) (Zip) | | | 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, par value \$0.001 | 01/19/2016 | | A | | 27,000 (1) | A | (3) | 38,475 | D | |
| Common Stock, par value \$0.001 | 01/21/2016 | | C | | 4,500 (2) | A | (2) | 42,975 | D | |

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 Disposed of (D) (Instr. 3, 4, and 5) | | 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 Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| Common Stock Warrants | \$ 2.94 | 01/15/2016 | | D | | 3,000 (7) | | 01/15/2015 | 01/15/2020 | Common Stock | 3,000 | (4) | 0 | D | | |
| Common Stock Warrants | \$ 3 | 01/15/2016 | | D | | 3,000 (7) | | 01/15/2015 | 01/15/2020 | Common Stock | 3,000 | (4) | 0 | D | | |
| Common Stock Warrants | \$ 3.5 | 01/15/2016 | | D | | 3,000 (7) | | 01/15/2015 | 01/15/2020 | Common Stock | 3,000 | (4) | 0 | D | | |
| Options | \$ 1.5 | 01/19/2016 | | D | | 27,000 (5) | | (6) | 08/12/2020 | Common Stock | 27,000 | (6) | 0 | D | | |
| 0% Series B Convertible Preferred Stock, par value \$0.001 | (7) | 01/21/2016 | | A | | 225 (7) | | | 01/21/2016 | (8) | Common Stock | 4,500 | \$ 0.61 | 225 | D | |
| 0% Series B Convertible Preferred Stock, par value \$0.001 | (7) | 01/21/2016 | | C | | 225 | | | 01/21/2016 | (8) | Common Stock | 4,500 | \$ 0.61 | 0 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LOUGEE ANTHONY | | | | |

Signatures

| | |
|--|---------------------|
| Anthony Lougee | 01/25/2016 |
| <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).

On January 19, 2016, the Issuer entered into an exchange agreement (the "Option Exchange Agreement") with the Reporting Person with respect to options held by the Reporting Person.

(1) Pursuant to the Option Exchange Agreement, the Reporting Person exchanged options to purchase 27,000 shares of common stock of the Issuer for a restricted stock grant in the aggregate amount of 27,000 shares of common stock pursuant to the Issuer's 2014 Equity Incentive Plan (the "Restricted Stock Grant"). The Restricted Stock Grant was vested in full upon issuance.

(2) On January 21, 2016, the Reporting Person converted 225 shares of 0% Series B Convertible Preferred Stock ("Series B Preferred Stock") which have a stated value of \$12.20 per share into 4,500 shares of common stock based upon a conversion price of \$0.61 per share.

No commission or other payment was received by the Issuer in connection with the Option Exchange Agreement or the Bridge Exchange Agreement (defined below) (collectively the "Exchange Agreements"). Such exchanges were conducted pursuant to the exemption provided by Section 3(a)(9) of the Securities Act of 1933, as amended (as amended, the "Securities Act"), and the common stock and the Series B Preferred Stock issuable pursuant to the Exchange Agreements and the shares of common stock issuable upon conversion of the Series B Preferred Stock have been issued in reliance on the exemption from registration contained in Section 3(a)(9) of the Securities Act for securities exchanged by the Issuer and the Reporting Person where no commission or other remuneration is paid or given directly or indirectly by the Issuer for soliciting such exchange.

(3) The Reporting Person purchased \$7,500 of notes and warrants (the "Bridge Warrants") to purchase 9,000 shares of the Issuer's common stock at exercise prices between \$2.94 and \$3.50 per share. The Bridge Warrants are exercisable for a five (5) year period commencing on the six month anniversary from the date of issuance.

On January 19, 2016, the Issuer entered into an exchange agreement (the "Option Exchange Agreement") with the Reporting Person pursuant to which the Reporting Person exchanged

(5) options to purchase 27,000 shares of common stock of the Issuer for a restricted stock grant in the aggregate amount of 27,000 shares of common stock pursuant to the Issuer's 2014 Equity Incentive Plan.

(6) Options were granted at an exercise price equal to the closing market price of the Company's common stock on the date of the grant or \$1.50, and are exercisable as follows: one third of the options are exercisable on August 12, 2015, one third of the options are exercisable on August 12, 2016 and the balance of the options is exercisable on August 12, 2017.

On January 15, 2016, the Issuer entered into an exchange agreement (the "Bridge Exchange Agreement") with the Reporting Person with respect to the Bridge Warrants. Pursuant to the Bridge Exchange Agreement, the Reporting Person exchanged Bridge Warrants to purchase 9,000 shares of common stock for 225 shares of 0% Series B Convertible Preferred Stock ("Series B Preferred Stock"). The Reporting Person may convert the shares of Series B Preferred Stock into such number of shares of common stock of the Issuer based on a conversion ratio, the numerator of which shall be the Base Amount (defined hereafter) and denominator of which shall be the Conversion Price (defined hereafter). "Base Amount" is defined, as of the applicable date of determination, the sum of (1) \$12.20 per share, subject to adjustment, plus (2) the accrued and unpaid dividends on Series B Preferred Stock. The "Conversion Price" of the Series B Preferred Stock is initially \$0.61, subject to adjustment.

(8) The Series B Preferred Stock has no expiration date.

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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