

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check if no longer subject to Section 16.  
Form 4 or Form 5 obligations may continue. See Instructions 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person\*

Duncan Jeffrey H.  
(Last) (First) (Middle)

2353 Pennington Road  
(Street)

Pennington NJ 08534  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Dataram Corporation DRAM - NASDAQ

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

Not furnished

4. Statement for Month/Day/Year

September 11, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (Specify below)  
Vice President, Manufacturing and Engineering

7. Individual or Joint/Group Filing  
(Check applicable line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

\* If the Form is filed by more than one Reporting Person, see instruction  
5(b)(v)

<TABLE>

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. Trans- 4. Securities of Securi-  
action Acquired (A) or ties Bene- 6. Owner-  
Code Disposed of (D) ficially ship Form: 7. Nature of  
5. Amount

1. Title of Security (Instr. 3)	2. Transaction Date (Mo./Day/Yr.)	2A Deemed Execution Date if any (Mo./Day/Yr.)	(Instr. 8) (Instr. 3, 4 & 5) Following		Direct(D) (A) or (D) Code V	Indirect Reported or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)
			Transaction (I) (Instr. 3&4)	Transaction (I) (Instr. 4)		

<S>			<C>	<S>	<C>	<C>	<S>
Common Stock, \$1.00 Par Value	09/11/02		M	150,000	A	2.375	
	09/12/02		S	150,000	D	2.75	3,624 I By Company's 401(k) Plan

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 Date (Mo./Day/Yr.)	3. Transaction Code (Instr. 8)	4. Transaction Date (Mo./Day/Yr.)	5. Number of Derivative Securities Acquired	6. Date Exercisable & Expiration Date (Mo./Day/Yr.)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Expiration Date (Mo./Day/Yr.)	9. Number of Derivative Securities Owned Directly or Indirectly (Instr. 4)	10. Ownership Form of Derivative Security (Instr. 4)	11. Nature of Security (Instr. 4)

Options	\$2.3750	9/11/02	M	150,000	--	9/11/02	CS	150,000	2.375	--	--
Options	\$2.3125			--	9/10/06	CS		75,000		D	
Options	\$2.8125			(1)	11/18/07	CS		115,500		D	
Options	\$2.8125			(2)	11/18/07	CS		34,500		D	
Options	\$7.98			(3)	11/26/11	CS		8,200		D	

Explanation of Responses:

- (1) Options to purchase 30,800 shares are presently exercisable; 7,700 shares will become exercisable on 11/18/02.
- (2) Options to purchase 9,200 shares are presently exercisable; 2,300 shares will become exercisable on 11/18/02.
- (3) Options to purchase 2,050 shares will become exercisable on 11/26/02, 2,050 on 11/26/03, 2,050 on 11/26/04 and 2,050 on 11/26/05.

\* Employee Stock Option

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JEFFREY H. DUNCAN                      September 12, 2002

\_\_\_\_\_  
 Jeffrey H. Duncan  
 \*\*Signature of Reporting                      Date

Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).