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*

Bresky Mark R. (Last) (First) (Middle) 11 West Circuit Drive (Street) Succasunna NJ 07876 (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 19, 2002

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

N/A

- 6. Relationship of Reporting Person to Issuer (Check all applicable)
 - [] Director [] 10% Owner

[X] Officer (give title below) [] Other (Specify below)

Vice President, Information Technology

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

[X] 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 (Instr. 8) (Instr. 3, 4 & 5) Owned Direct(D) Indirect
2. Trans- Following or Indirect Beneficial
1. Title of Transaction (A) or Trans. (I) Ownership
Security Date Code V Amount (D) Price (Inst. 3&4) (Instr. 4) (Instr. 4)
(Instr. 3) (Mo./Day/Yr.)
<\$> <c> <\$> <c> <\$> <c> <\$> <c> <\$> <s> <c> <\$> <s> <c> <\$> <s> <c> <\$> <s> <s> <c> <s> <s> <c> <s> <s> <s> <s> <s> <s> <s> <s> <s <s=""> <s <s=""> <s <s="" <s<="" td=""></s></s></s></s></s></s></s></s></s></s></s></c></s></s></c></s></s></c></s></c></s></c></s></c></c></c></c>
Common Stock
\$1.00 Par Value 712 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) |
| (8., p,, |
| Number |
| 5. Number 7. Title of |
| of Deriv- 6. Date and Amount Deriv- 10. Own- |
| ative Sec- Exercisable of Under- urities & Expiration lying Sec- Secur- Form of 11. |
| Acquired Date urities (In- ities Deriva- Nature |
| 4. Trans- (A) or (Mo./Day/Yr.)str. 3 & 4) 8. Benefi- tive Sec- of In- |
| 2. Conver- action Disposed Price cially urity: direct |
| sion or 3. Trans- Code of (D) Amount of Owned Direct(D) Bene- |
| 1. Title of Exercise action (Instr. 8) (Instr. 3, or Deriv-Following or In-ficial |
| DerivativePrice of Date*4 and 5)DateExpir-Number ativeTrans. direct(I)Owner-SecurityDerivative (Month/Exer- ationofSecurity(Instr.) ship |
| (Instr. 3) Security Day/Yr.) Code V (A) (D) cisable Date Title Shares (Instr. 4) (Instr. |
| 5) 4) 4) |
| |
| <\$> <\$> <\$> <\$> <\$> <\$> <\$> <\$> <\$> <\$> <\$ |
| Options \$1.7083 6/16/05 CS 3,000 D |
| Options \$1.7083 6/16/05 CS 3,000 D Options \$2.3125 9/10/06 CS 12,000 D |
| Options \$7.98 (1) 11/26/11 CS 8,200 D |
| Options \$2.99 9/18/02 A 8,200 (2) 9/18/12 CS 8,200 (2) 8,200 D |
| |
| 28,400 |
| Explanation of Responses: |
| Explanation of Responses. |
* 2A. Deemed Execution Date September 19,2002 Award of Stock Options

(1) Option 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.

(2) Award of stock options; options to purchase 2,050 shares become exercisable on 9/18/03, 2,050 on 9/18/04, 2,050 on 9/18/05 and 2,050 on 9/18/06.

</TABLE>

MARK R. BRESKY September 20, 2002

Mark R. Bresky **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).