## 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 18, 2002						
5. If Amendment, Date of Original (Month/Day/Year)						
6. Relationship of Reporting Person to Issuer (Check all applicable)						
[] Director [] 10% Owner						
[X] Officer (give title below) [] Other (Specify below)						
Vice President, Manufacturing and Engineering						
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</table>						

5. Amount

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

(Instr. 8) (Instr. 3, 4 & 5) Following Direct(D) Indirect 2A Deemed Reported or Indirect Beneficial 2. Trans-1. Title of Transaction Execution Date (A) or Transaction (I) Ownership Date if any Code V Amount (D) Price (Inst. 3&4) (Instr. 4) (Instr. 4) Security (Instr. 3) (Mo./Day/Yr.) (Mo./Day/Yr.) <S><S> <C> <C> <S>Common Stock, \$1.00 Par Value 3,624 Ι By Company's 401(k) Plan Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. </TABLE> <TABLE> Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Number 5. Number 7. Title of of Deriv- 6. Date Deriv- 10. Ownand Amount ative Sec- Exercisable of Underative ership urities & Expiration lying Sec-Secur- Form of 11. Acquired Date urities (Inities Deriva- Nature (Mo./Day/Yr.)str. 3 & 4) 8. Benefi- tive Sec- of In-4. Trans- (A) or 2. Converaction Disposed Price cially urity: direct Owned Direct(D) Benesion or 3. Trans- Code of (D) Amount of 1. Title of Exercise action (Instr. 8) (Instr. 3, or Deriv-Following or In-ficial Derivative Price of Date\* 4 and 5) Date Expir-Number ative Reported direct(I) Owner-Security Derivative (Month/ Exer- ation of Security Trans. (Instr.) ship (Instr. 3) Security Day/Yr.) Code V (A) (D) cisable Date Title Shares (Instr. 4)

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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	
Option	\$2.99 9/18/02	A 8,200	(4) 9/18/12 CS	8,200 (4) 8,200 D	

241,400

Explanation of Responses:

- \* Deemed Execution Date 09/19/02 Discretionary Award of Stock Option
- (1) Options to purchase 7,700 shares will become exercisable on 11/18/02.
- (2) Options to purchase 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.

<sup>(4)</sup> Options awarded pursuant to Stock Option Plan; options to purchase 2,050 shares will 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.

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JEFFREY H. DUNCAN

September 19, 2002

Jeffrey H. Duncan
\*\*Signature of Reporting Person

Date

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