

# 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 * TARANTINO ROBERT V			2. Issuer Name and Ticker or Trading Symbol DATARAM CORP [DRAM-NASDQ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President & CEO		
(Last) (First) (Middle) C/O DATARAM CORPORATION, 186 PRINCETON ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2006					
(Street) WEST WINDSOR, NJ 08550			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)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	02/01/2006		S		547	D	\$ 5.28	399,354	D	
Common Stock	02/01/2006		S		700	D	\$ 5.26	398,654	D	
Common Stock								307,999	I	By 401-K
Common Stock								17,100	I	By spouse

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					
Options 11/19/1997	\$ 2.8125							11/19/2002	11/19/2007	Common Stock 300,000		300,000	D	
Options 11/26/2001	\$ 7.98							11/26/2005	11/26/2011	Common Stock 12,800		12,800	D	
Options 9/18/2002	\$ 2.99							(2)	09/18/2012	Common Stock 12,800		12,800	D	
Options 9/18/2003	\$ 4.09							(3)	09/18/2013	Common Stock 12,000		12,000	D	
Options 9/15/2004	\$ 6.75							09/15/2005	09/15/2009	Common Stock 12,000		12,000	D	
Options 9/14/2005	\$ 6.63							09/14/2006	09/14/2010	Common Stock 12,000		12,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TARANTINO ROBERT V C/O DATARAM CORPORATION 186 PRINCETON ROAD WEST WINDSOR, NJ 08550	X	X	Chairman, President & CEO	

## Signatures

ROBERT V. TARANTINO

02/02/2006

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) Rule 10b-5(1) transaction.

(2) Options to purchase 9,600 shares are presently exercisable and options to purchase 3,200 shares will become exercisable on 9/18/2006.

(3) Options to purchase 6,000 shares are presently exercisable and options to purchase 3,000 each will become exercisable on 9/18/2006 and 9/18/2007.

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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