Clemens Robert Form 4 February 05, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Clemens Robert

2. Issuer Name and Ticker or Trading Symbol

DATAWATCH CORP [DWCH]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Street)

(State)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/03/2009

Director 10% Owner X_ Officer (give title Other (specify

below)

Worldwide V.P. of Sales

(Check all applicable)

C/O DATAWATCH CORP **OUORUM OFFICE PARK. 271** MILL ROAD

> 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

CHELMSFORD, MA 01824

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 02/03/2009 Stock

\$0 A 1,500 (1)

19,832 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)

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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. Transactic Code (Instr. 8)	5. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (2)	\$ 1.605	02/03/2009		A	4,000	(3)	02/03/2016	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Clemens Robert C/O DATAWATCH CORP QUORUM OFFICE PARK 271 MILL ROAD CHELMSFORD, MA 01824

Worldwide V.P. of Sales

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Signatures

By: /s/ Robert 02/04/2009 Clemens

**Signature of Date
Reporting Person

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).
- The securities awarded on February 3, 2009 are in the form of restricted stock units (RSUs) issued pursuant to the Datawatch Corporation 2006 Equity Compensation and Incentive Plan. 500 RSUs will vest on 2/3/2010 and an additional 500 RSUs will vest on 2/3/2011, with the final 500 RSUs vesting on 2/3/2012. This vesting schedule is subject to acceleration in certain instances in connection with an acquisition or other change of control event.
- (2) Stock options issued pursuant to the Datawatch Corporation 2006 Equity Compensation and Incentive Plan.
- 334 shares will vest quarterly from the date of grant (February 3, 2009) for 11 quarters with 326 shares vesting on the final quarter. This vesting schedule is subject to acceleration in certain instances in connection with an acquisition or other change of control event.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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