

Stein Clifford
Form 4
February 15, 2012

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stein Clifford

(Last) (First) (Middle)

401 FRANKLIN AVE, SUITE 103

(Street)

GARDEN CITY, NY 11530

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Data Storage Corp [DTST]

3. Date of Earliest Transaction
(Month/Day/Year)

12/21/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

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	12/21/2011	12/21/2011	C		986,194	A	\$ 0.39	1,216,983	D	
Common Stock	12/21/2011	12/21/2011	J		70,357 ⁽¹⁾	A	\$ 0.41	1,287,340	D	
Common Stock	12/21/2011	12/21/2011	J		90,498 ⁽²⁾	A	\$ 0.85	1,377,838	D	
Common Stock	12/21/2011	12/21/2011	C		1,138,319	A	\$ 0.55	2,516,157	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	
Convertible Debt	\$ 0.39	12/21/2011	12/21/2011	C		986,194	06/16/2010 06/15/2013	Convertible Promissory Note
Warrants	\$ 0.55	12/21/2011	12/21/2011	C		1,138,319	06/30/2010 06/30/2020	Warrants

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stein Clifford 401 FRANKLIN AVE SUITE 103 GARDEN CITY, NY 11530	X			

Signatures

/s/ Clifford Stein 02/06/2012

 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).

(1) Past Due Interest on Convertible Debt based on March 2011 share price of \$0.41 per share

(2) Current and Future Interest on Convertible Debt based on the Issuer's offer price to private investors in December 2012.

(3) The Warrants were purchased together with the Convertible Debt and are included in the Convertible Debt purchase price of \$384,615.66

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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