

RAINING DATA CORP

Form 4

November 04, 2005

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 *
ASTORIA CAPITAL PARTNERS L
P

(Last) (First) (Middle)

1675 S.W. MARLOW AVENUE,
SUITE 315

(Street)

PORTLAND, OR 97225

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RAINING DATA CORP [RDTA]

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$.10 par value	09/06/2005	09/06/2005	C	500,100 A	11,182,132	I	By Astoria Capital Partners, L.P. (2)

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
required to respond unless the form
displays a currently valid OMB control
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(9-02)

**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. 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(1)	09/06/2005	09/06/2005	C	300,000	(3)	(3)	Common Stock, \$.10 par value	500,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASTORIA CAPITAL PARTNERS L P 1675 S.W. MARLOW AVENUE, SUITE 315 PORTLAND, OR 97225		X		
KOE RICHARD W 1675 S.W. MARLOW AVENUE, SUITE 315 PORTLAND, OR 97225	X	X		

Signatures

Astoria Capital Partners, L.P.; By: Astoria Capital Management, Inc., its General Partner; By: Richard W. Koe, its President	11/04/2005
_____ Signature of Reporting Person	Date
Richard W. Koe	11/04/2005
_____ 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) Astoria Capital Partners, L.P. elected to convert 300,000 shares of Series A Convertible Preferred Stock that it held into 500,100 shares of Common Stock, \$.10 par value; no further consideration was required for the conversion.
- (2) Richard W. Koe is a general partner of the limited partnership and a shareholder of the limited partnership's other general partner. Richard W. Koe disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest in the limited partnership.
- (3) This is a conversion of 300,000 shares of Series A Convertible Preferred Stock that are convertible at the option of the holder into 500,100 shares of Common Stock, \$.10 par value.

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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