

RAINING DATA CORP
Form 4
December 16, 2004

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

(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)
12/14/2004

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/14/2004 | | X | 1,136,555 A \$ 2.35 | 10,682,033 | I | By Astoria Capital Partners, L.P. ⁽¹⁾ |
| Common Stock | | | | | 64,600 | I | By investment limited partnership ⁽¹⁾ |

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

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(9-02)

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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-------------------------------|
| | | | | | | | | |
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | | | | | |
| 5% Convertible Subordinated Note due 2008 | \$ 5 | 12/14/2004 ⁽²⁾ | | H ⁽²⁾ | 2,423,775.37 ⁽²⁾ | 02/28/2003 | 05/29/2008 | Common Stock, \$.10 par value |
| Common Stock Purchase Warrant | \$ 2.35 | 12/14/2004 | | X | 1,136,555 | 12/01/2000 | 03/16/2005 | Common Stock, \$.10 par value |

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, By: /s/ Melissa Dehn 12/16/2004

Signature: /s/ Melissa Dehn, attorney in fact for Richard W. Koe 12/16/2004

**Signature of Reporting Person

Date

**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) 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.
Effective December 14, 2004, Astoria Capital Partners, L.P. exercised 1,136,555 of a common stock purchase warrant at an exercise price
- (2) of \$2.35 per share for a total exercise price of \$2,670,904.25. Concurrent with the exercise, the issuer paid \$247,128.88 in accrued interest on the 5% Subordinated Convertible Note and re-paid \$2,423,775.37 in principal outstanding on the note and payment in kind notes.

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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