

RAINING DATA CORP
Form 4
October 18, 2005

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)

10/14/2005

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 | 10/14/2005 | 10/14/2005 | J ⁽¹⁾ | | 428,859 | D | ① | 10,753,273 | I | By Astoria Capital Partners, L.P. ⁽²⁾ |
| Common Stock | 10/18/2005 | 10/18/2005 | J ⁽³⁾ | | 441,717 | D | ③ | 10,311,556 | I | By Astoria Capital Partners, L.P. ⁽²⁾ |

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

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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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| 5% Convertible Subordinated Note due 2008 | \$ 5 | 10/14/2005 | 10/14/2005 | J ⁽¹⁾ | \$ 862,979 | 02/28/2003 | 05/29/2008 | Common Stock \$.10 par value | 17 |
| 5% Convertible Subordinated Note due 2008 | \$ 5 | 10/18/2005 | 10/18/2005 | J ⁽³⁾ | \$ 888,853 | 02/28/2003 | 05/29/2008 | Common Stock, \$.10 par value | 17 |

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

10/18/2005

__Signature of Reporting Person

Date

Richard W. Koe

10/18/2005

__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) On October 14, 2005, Astoria Capital Partners, L.P. (the "Partnership") transferred \$862,979 of the principal amount of a 5% Convertible Subordinated Note due 2008 dated January 30, 2003 issued by the Issuer and 428,859 shares of the Issuer's Common Stock which was held by the Partnership to one of the Partnership's limited partners under the terms of an Assignment and Assumption Agreement upon the limited partner's withdrawal from the Partnership.

(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) On October 18, 2005, Astoria Capital Partners, L.P. (the "Partnership") transferred \$888,853 of the principal amount of a 5% Convertible Subordinated Note due 2008 dated January 30, 2003 issued by the Issuer and 441,717 shares of the Issuer's Common Stock which was held by the Partnership to one of the Partnership's limited partners under the terms of an Assignment and Assumption Agreement upon the limited partner's withdrawal from the Partnership.

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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