

BAAB CARLTON H
Form 4
December 16, 2004

FORM 4

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

OMB APPROVAL

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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 *
BAAB CARLTON H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
17500 CARTWRIGHT ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

IRVINE, CA 92614

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

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

(City) (State) (Zip)

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)
Common Stock	12/14/2004		X	Amount: 1,136,555 Code: V Price: \$ 2.35	10,682,033	I	Held by ACP ⁽¹⁾

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

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SEC 1474 (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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock Purchase Warrant	\$ 2.35	12/14/2004	12/14/2004	X		1,136,555 ⁽²⁾		12/01/2000	03/16/2005	Common Stock
5% Convertible Subordinated Notes	\$ 5	12/14/2004		H		2,423,775.37 ⁽³⁾		02/28/2003	05/29/2008	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAAB CARLTON H 17500 CARTWRIGHT ROAD IRVINE, CA 92614	X		President and CEO	

Signatures

Carlton H. Baab 12/16/2004
 **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).

(1) Represents holdings of Astoria Capital Partners, LP (ACP), which are not beneficially owned by the reporting person

(2) Represents the exercise of common stock purchase warrants by Astoria Capital Partners, LP.

Effective December 14, 2004, ACP exercised 1,136,555 of Raining Data Corporation common stock purchase warrants at a price of \$2.35 per share for a total value of \$2,670,904.25. Concurrent with the exercise, Raining Data Corporation paid \$247,128.88 in accrued interest on the 5% Subordinated Convertible Note (Note) and re-paid \$2,423,775.37 in principal on the Note.

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.