

RAINING DATA CORP  
Form 4  
October 02, 2007

**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)  
10/01/2007

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |  |

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 number.**

SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                | Price of Derivative Security | (Month/Day/Year)          | (Instr. 8)       | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title                         | Am or Num of S |
|---|------------------------------|---------------------------|------------------|--|------|---|-----|-----|------------------|-----------------|-------------------------------|----------------|
| 5% Convertible Subordinated Note due 2008 | \$ 5                         | 10/01/2007 <sup>(1)</sup> | J <sup>(2)</sup> | \$ 285,230   |      |   |     |     | 02/28/2003       | 05/29/2008      | Common Stock, \$.10 par value | 57             |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ASTORIA CAPITAL PARTNERS L P<br>1675 S.W. MARLOW AVENUE, SUITE 315<br>PORTLAND, OR 97225 |               | X         |         |       |
| KOE RICHARD W<br>1675 S.W. MARLOW AVENUE, SUITE 315<br>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; /s/ Richard W. Koe 10/01/2007

\_\_Signature of Reporting Person Date

/s/ Richard W. Koe 10/01/2007

\_\_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) Represents the issuance of additional notes at the option of the issuer as payment in kind for interest payments due October 1, 2007. Issuer may, at its option, make future quarterly interest payments by issuing additional notes.
- (2) Receipt of additional notes as interest payment on notes held.
- (3) Richard W. Koe is the Chairman of the Issuer's Board of Directors, a general partner of Astoria Capital Partners, L.P. ("Astoria") and a shareholder of Astoria's other general partner. Richard W. Koe disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest in Astoria.

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.