BAAB CARLTON H

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Form 4

December 16, 2004

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

OMB APPROVAL

January 31,

Washington, D.C. 20549 Expires:

if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BAAB CARLTON H	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	RAINING DATA CORP [RDTA] 3. Date of Earliest Transaction	(Check all applicable)		
17500 CARTWRIGHT ROAD	(Month/Day/Year) 12/14/2004	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
IRVINE, CA 92614		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Sec	curitie	s Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities our Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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	1,136,555	A	\$ 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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of or 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
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Purchase Warrant	\$ 2.35	12/14/2004	12/14/2004	X		12/01/2000	03/16/2005	Common Stock
5% Convertible Subordinated Notes	\$ 5	12/14/2004		Н	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 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 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 Parners, LP.
- Effective December 14, 2004, ACP exercised 1,136,555 of Raining Data Corporation common stock purchase warrants at a price of \$2.35 (3) 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% Subordintated 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.

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