

RAINING DATA CORP
 Form 5
 May 15, 2006

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BAAB CARLTON H
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

25A TECHNOLOGY DRIVE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2006

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

IRVINE, CA 92618

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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

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SEC 2270 (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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|---|---------------------|------------|---|------------------|---|-----|------------------|-----------------|--------------|
| | | | | | (A) | (D) | | | |
| 5% Convertible Subordinated Note due 2008 | \$ 5 | 04/01/2005 | Â | J ⁽¹⁾ | 267,305 <u>(1)</u> | Â | 02/28/2003 | 05/29/2008 | Common Stock |
| 5% Convertible Subordinated Note due 2008 | \$ 5 | 07/01/2005 | Â | J ⁽¹⁾ | 273,595 <u>(1)</u> | Â | 02/28/2003 | 05/29/2008 | Common Stock |
| 5% Convertible Subordinated Note due 2008 | \$ 5 | 10/06/2005 | Â | J ⁽¹⁾ | 280,050 <u>(1)</u> | Â | 02/28/2003 | 05/29/2008 | Common Stock |
| 5% Convertible Subordinated Note due 2008 | \$ 5 | 01/01/2006 | Â | J ⁽¹⁾ | 261,505 <u>(1)</u> | Â | 02/28/2003 | 05/29/2008 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAAB CARLTON H 25A TECHNOLOGY DRIVE IRVINE, CA 92618 | Â X | Â | Â President and CEO | Â |

Signatures

Carlton H. Baab 05/15/2006
 **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 receipt of additional payment in kind notes in lieu of cash interest payments from April 1, 2005 through March 31, 2006.
 - (2) Represents holdings of Astoria Capital Partners, LP ("ACP"), which are not beneficially owned by the reporting person.
- Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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