

RAINING DATA CORP  
Form 5  
May 15, 2006

**FORM 5**

**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).  
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)
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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 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 <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	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 <sup>(1)</sup>	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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