

RUBENSTEIN BARRY

Form 4

January 26, 2010

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 *
RUBENSTEIN BARRY

2. Issuer Name and Ticker or Trading Symbol
FALCONSTOR SOFTWARE INC
[FALC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2010

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

68 WHEATLEY ROAD

(Street)

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

BROOKVILLE, NY 11545

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/22/2010		P		11,610 A \$ 3.35	860,867	I By Woodland Partners ⁽¹⁾
Common Stock	01/22/2010		P		10,119 A \$ 3.31	870,986	I By Woodland Partners ⁽¹⁾
Common Stock	01/22/2010		P		6,271 A \$ 3.28	877,257	I By Woodland Partners ⁽¹⁾
Common Stock	01/25/2010		P		412 A \$ 3.28	877,669	I By Woodland

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Common Stock	01/25/2010	P	2,009	A	\$ 3.29	879,678	I	Partners ⁽¹⁾ By Woodland Partners ⁽¹⁾
Common Stock	01/25/2010	P	27,579	A	\$ 3.3	907,257	I	By Woodland Partners ⁽¹⁾
Common Stock						941,000	D ⁽²⁾	
Common Stock						187,900	I	By Brookwood Partners, L.P. ⁽³⁾
Common Stock						131,323	I	By Seneca Ventures ⁽⁴⁾
Common Stock						1,258	I	By Spouse
Common Stock						436,800	I	By Woodland Venture Fund ⁽⁵⁾

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

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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 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

