

RUBENSTEIN BARRY
Form 3
December 02, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â RUBENSTEIN BARRY		(Month/Day/Year)	FALCONSTOR SOFTWARE INC [FALC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
68 WHEATLEY ROAD			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
BROOKVILLE,Â NYÂ 11545			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	941,000	D ⁽¹⁾	Â
Common Stock	187,900	I	By Brookwood Partners, L.P. ⁽²⁾
Common Stock	131,323	I	By Seneca Ventures ⁽³⁾
Common Stock	1,258	I	By Spouse
Common Stock	849,257	I	By Woodland Partners ⁽⁴⁾
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.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUBENSTEIN BARRY 68 WHEATLEY ROAD BROOKVILLE, NY 11545	X	A	A	A

Signatures

By: /s/ Seth Horowitz - 12/02/2009
Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 100,000 shares held jointly by Barry Rubenstein and Marilyn Rubenstein (spouse).
- (2) Held by Brookwood Partners, L.P. Mr. Rubenstein is a general partner of Brookwood Partners, L.P. Mr. Rubenstein disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (3) Held by Seneca Ventures. Mr. Rubenstein is a general partner of Seneca Ventures. Mr. Rubenstein disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4) Held by Woodland Partners. Mr. Rubenstein is a general partner of Woodland Partners. Mr. Rubenstein disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Held by Woodland Venture Fund. Mr. Rubenstein is a general partner of Woodland Venture Fund. Mr. Rubenstein disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.