#### **RUBENSTEIN BARRY**

Form 4

December 02, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations

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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

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 \* **RUBENSTEIN BARRY** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

FALCONSTOR SOFTWARE INC

(Check all applicable)

[FALC]

(Last)

(Middle)

3. Date of Earliest Transaction

X Director Officer (give title

10% Owner Other (specify

(First) (Month/Day/Year)

11/30/2009

Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

below)

**BROOKVILLE, NY 11545** 

68 WHEATLEY ROAD

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following

Reported Transaction(s) (Instr. 3 and 4)

(A) or Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

any

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f				(
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 3.86	11/30/2009		A	5,000	<u>(1)</u>	11/30/2019	Common Stock	5,000	
Stock Option (right to buy)	\$ 3.86	11/30/2009		A	45,000	(2)	11/30/2019	Common Stock	45,000	

### **Reporting Owners**

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

## **Signatures**

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

\*\*Signature of 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).

Date

- The options were granted under the Company's 2006 Incentive Stock Plan, as amended. 1,666 of the options will become exercisable on (1) November 30, 2010, an additional 1,667 of the options will become exercisable on November 30, 2011, and the remaining 1,667 options will become exercisable on November 30, 2012.
- The options were granted under the Company's 2007 Outside Directors Equity Compensation Plan, as amended. 15,000 of the options (2) will become exercisable on November 30, 2010, an additional 15,000 of the options will become exercisable on November 30, 2011, and the remaining 15,000 options will become exercisable on November 30, 2012.

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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