

ISTAR FINANCIAL INC
 Form 4
 February 06, 2014

FORM 4

**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).

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 *
DISTASO DAVID MICHAEL

(Last) (First) (Middle)

C/O ISTAR FINANCIAL, 1114 AVENUE OF THE AMERICAS 39TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ISTAR FINANCIAL INC [SFI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/10/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CHIEF FINANCIAL OFFICER

6. Individual or Joint/Group Filing(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)		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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	12/10/2013		A	V	6,667 (1)	A \$ 0 58,631 (5)	D	
Common Stock	12/10/2013		F	V	2,464 (1)	D \$ 0 58,631 (5)	D	
Common Stock	12/31/2013		A	V	14,000 (2)	A \$ 0 58,631 (5)	D	
Common Stock	12/31/2013		F	V	5,230 (2)	D \$ 0 58,631 (5)	D	
Common Stock	01/01/2014		A	V	7,500 (3)	A \$ 0 58,631 (5)	D	

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Common Stock	01/01/2014	F	V	3,170 (3)	D	\$ 0	58,631 (5)	D
Common Stock	01/10/2014	A		14,252 (4)	A	\$ 0	58,631 (5)	D
Common Stock	01/10/2014	F		5,268 (4)	D	\$ 0	58,631 (5)	D
Restricted Stock Units							36,333 (5)	D

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DISTASO DAVID MICHAEL C/O ISTAR FINANCIAL 1114 AVENUE OF THE AMERICAS 39TH FLOOR NEW YORK, NY 10036			CHIEF FINANCIAL OFFICER	

Signatures

David M. DiStaso
02/06/2014
Date

__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).
Effective December 10, 2013, the Reporting Person, Mr. David DiStaso, acquired 6,667 shares of iStar common stock upon the vesting of
(1) Units pursuant to an award January 10, 2013, which award has been previously reported on Form 4. After deducting 2,464 shares for applicable tax withholding, the Reporting Person acquired a net amount of 4,203 shares of iStar common stock.
Effective December 31, 2013, the Reporting Person acquired 14,000 shares of iStar common stock upon the vesting of Units at 200% of
(2) the target amount of the original award, following achievement of performance and service conditions pursuant to an award dated February 1, 2013, which award was previously reported on Form 4. After deducting 5,230 shares for applicable tax withholding, the Reporting Person acquired a net amount of 8,770 shares of iStar common stock.
Effective January 1, 2013, the Reporting Person acquired 7,500 shares of iStar common stock upon the vesting of Units pursuant to an
(3) award originally dated December 19, 2008, as amended July 1, 2011, which award has been previously reported on Form 4. After deducting 3,170 shares for applicable tax withholding, the Reporting Person acquired a net amount of 4,330 shares of iStar common stock.
Effective January 10, 2014, the Reporting Person has been granted 14,252 shares of iStar common stock in connection with an annual
incentive award. After deducting 5,268 shares for applicable tax withholding, the Reporting Person acquired a net amount of 8,984 shares
(4) in a transaction completed on February 4, 2014 after payroll processing. The Shares are fully vested and are subject to transfer restrictions which provide that one-half of the Shares may not be sold for one year and one-half of the Shares may not be sold for two years from the date of the award.
Following these transactions, the Reporting Person is the direct beneficial owner of 58,631 shares of iStar common stock and also owns a
(5) total of 36,333 Units, representing the right to receive an equivalent number of shares of iStar common stock (net of shares deducted for applicable taxes and other withholdings) if and when the Units vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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