ISTAR FINANCIAL INC
Form 4
February 07, 2014

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
SUGARMAN JAY

(Last) (First) (Middle)

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)
12/31/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2013		A	V	57,904 (1)	A	$ 0	2,575,411 (4)	D	
Common Stock	12/31/2013		F	V	32,322 (1)	D	$ 0	2,575,411 (4)	D	
Common Stock	01/01/2014		A	V	962,963 (2)	A	$ 0	2,575,411 (4)	D	
Common Stock	01/01/2014		F	V	527,676 (2)	D	$ 0	2,575,411 (4)	D	
Common Stock	02/05/2014		S		26,749 (3)	D	$ 15.0052	2,575,411 (4)	D	

Common Stock	02/06/2014	S	26,749 (3)	D	$ 15.3344	2,575,411 (4)	D	
Common Stock	02/07/2014	S	26,748 (3)	D	$ 15.1649	2,575,411 (4)	D	
Common Stock						44,544 (4)	I	By spouse
Preferred Stock, Series D						2,000 (5)	D	
Restricted Stock Units						679,619 (5)	D	

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 1474 (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 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 Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
SUGARMAN JAY 1114 AVENUE OF THE AMERICAS, 39TH FLOOR NEW YORK, NY 10036	X		Chairman and CEO	

Signatures

s/ Jay Sugarman 02/07/2014

**Signature of Reporting Person Date

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) Effective December 31, 2013, the Reporting Person, Mr. Jay Sugarman, acquired 57,904 shares of iStar common stock upon the vesting of Restricted Stock Units (Units) at 200% of 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 32,322 shares for applicable tax withholding, the Reporting Person acquired a net amount of 25,582 shares of iStar common stock.

(2) Effective January 1, 2014, the Reporting Person acquired 962,963 shares of iStar common stock upon the vesting of Units pursuant to an award originally dated December 19, 2008, as amended July 1, 2011, which award was previously reported on Form 4. After deducting 527,676 shares for applicable tax withholding, the Reporting Person acquired a net amount of 435,287 shares of iStar common stock.

(3) On February 5-7, 2014, a total of 80,246 shares of iStar common stock were sold on behalf of the Reporting Person (26,749 shares sold on February 5, 26,749 shares sold on February 6, and 26,748 shares sold on February 8), at the sales prices set forth in this Form 4 in open market transactions pursuant to a Rule 10b5-1 sales plan adopted by the Reporting Person on March 22, 2013.

(4) Following the transactions reported in this Form 4, the Reporting Person is the direct beneficial owner of 2,575,411 shares of iStar common stock and the indirect beneficial owner of 44,544 shares of iStar common stock owned by his spouse.

(5) The Reporting Person is also the direct beneficial owner of 2,000 shares of iStar Series D preferred stock and 679,619 Units representing the right to receive an equivalent number of shares of iStar common stock (net of shares deducted for statutory minimum required tax 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.
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.