

ISTAR FINANCIAL INC

Form 4

June 25, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
REISS DALE ANN

(Last) (First) (Middle)

C/O ISTAR FINANCIAL
INC., 1114 AVENUE OF THE
AMERICAS, 39TH FLR

(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)
06/01/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.001 per share	06/01/2015		A	V 8,993 (1)	A \$ 0 34,938 (2)	D	
Series D Preferred Stock					400 (2)	I	IRA
Series E Preferred Stock					2,293 (2)	I	Family Trust
Series E Preferred Stock					475 (2)	I	Spouse's IRA
					2,217 (2)	I	

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Series F Preferred Stock			Family Trust
Series F Preferred Stock	1,925 ⁽²⁾	I	IRA

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

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(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 Deriva Securi (Instr.
				Code	V	(A)	(D)	Amount or Number of Shares
Common Stock Equivalents	\$ 0					<u>(3)</u>	<u>(3)</u>	Common Stock <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REISS DALE ANN
C/O ISTAR FINANCIAL INC.
1114 AVENUE OF THE AMERICAS, 39TH FLR
NEW YORK, NY 10036

X

Signatures

Dale Anne Reiss 06/25/2015

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).

On June 1, 2015, the Reporting Person, Ms. Dale Reiss, was awarded a total of 8,993 restricted shares of Common Stock of iStar

- (1) Financial Inc. (NYSE:STAR) in accordance with the provisions of the iStar Financial Inc. Non-Employee Directors' Deferral Plan (Plan), which are owned directly. These shares are restricted and may not be sold or otherwise transferred until the shares vest on June 1, 2016.

Following this transaction, the Reporting Person is the beneficial owner of 34,938 shares of iStar Common Stock, which are owned

- (2) directly. The Reporting Person is also the beneficial owner of 400 shares of iStar Series D Preferred Stock, 2,768 shares of iStar Series E Preferred Stock and 4,142 shares of iStar Series F Preferred Stock, which are owned indirectly.

The Reporting Person also holds a total of 43,591 Common Stock Equivalents (CSEs) awarded pursuant to the Plan, all of which are vested. Under the Plan, on the regular distribution date, vested CSEs will be settled by the transfer of shares of iStar Common Stock to

- (3) the participant. The "regular distribution date" for distributions to Plan participants is the earlier of: (1) January 1 on or next following the earlier of (i) the date the participant ceases to be a non-employee director; and (ii) the date of the participant's death; and (2) a change of control (as defined in the Plan). A participant, under certain limited circumstances, is permitted to elect to receive distributions at times other than the regular distribution date.

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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