

DISTASO DAVID MICHAEL
Form 4
February 20, 2013

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)
02/15/2013

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	02/15/2013		A	V	6,429 (1)	A \$ 0 32,344 (6)	D	
Common Stock	02/15/2013		F		2,376 (1)	D \$ 0 32,344 (6)	D	
Common Stock	02/11/2013		A	V	20,000 (2)	A \$ 0 32,344 (6)	D	
Common Stock	02/11/2013		F	V	7,394 (2)	D \$ 0 32,344 (6)	D	
Common Stock	01/01/2013		A	V	7,500 (3)	A \$ 0 32,344 (6)	D	

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Common Stock	01/01/2013	F	V	3,170 (3)	D	\$ 0	32,344 (6)	D
Restricted Stock Units	02/15/2013	A		20,000 (4)	A	\$ 0	57,500 (6)	D
Restricted Stock Units	02/15/2013	A		30,000 (5)	A	\$ 0	57,500 (6)	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 Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

David M. DiStaso 02/20/2013

**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 February 15, 2013, the Reporting Person, Mr. David DiStaso, has been granted 6,429 shares of iStar Financial Inc. common stock (Shares) in connection with an annual incentive award. After deducting 2,376 Shares for applicable tax withholding, the Reporting Person acquired a net amount of 4,053 Shares. 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.

(2) Effective February 11, 2013, the Reporting Person acquired 20,000 shares of iStar common stock upon the vesting of Units pursuant to an award February 11, 2011, which award has been previously reported on Form 4. After deducting 7,394 shares for applicable tax withholding, the Reporting Person acquired a net amount of 12,606 shares of iStar common stock.

(3) Effective January 1, 2013, the Reporting Person acquired 7,500 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 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.

(4) The Reporting Person has been granted an incentive equity award in the amount of 20,000 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. Subject to the terms of the award agreement, the Units will vest in three equal annual installments on December 11, 2013, December 11, 2014 and December 11, 2015 if certain service conditions have been satisfied.

(5) The Reporting Person has been granted long-term incentive equity awards in the total amount of 30,000 Restricted Stock Units (Units), consisting of time-based (service condition) awards and performance-based (market condition) awards. The Units represent 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. Subject to the terms of the agreements, 9,000 Units will cliff vest on February 1, 2016 if certain service conditions have been satisfied; 7,000 Units will vest on December 31, 2013 if certain performance and service conditions have been achieved; and 14,000 Units will vest on December 31, 2014 if certain performance and service conditions have been achieved.

(6) Following these transactions, the Reporting Person is the direct beneficial owner of 32,344 shares of iStar common stock and also owns a total of 57,500 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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