

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MATIS NINA</u>  (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 <u>ISTAR FINANCIAL INC [ SFI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer &amp; CIO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/31/2014		A	V	82,110 <sup>(1)</sup>	A	\$0	296,827 <sup>(3)</sup>	D	
Common Stock	12/31/2014		F	V	45,833 <sup>(1)</sup>	D	\$0	296,827 <sup>(3)</sup>	D	
Common Stock	01/30/2015		A	V	56,557 <sup>(2)</sup>	A	\$0	296,827 <sup>(3)</sup>	D	
Common Stock	01/30/2015		F	V	24,987 <sup>(2)</sup>	D	\$0	296,827 <sup>(3)</sup>	D	
Restricted Stock Units								27,000 <sup>(4)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Effective December 31, 2014, the Reporting Person, Ms. Nina Matis, acquired 82,110 shares of iStar common stock upon the vesting of Restricted Stock Units (Units) at 195.5% 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 45,833 shares for applicable tax withholding, the Reporting Person acquired a net amount of 36,277 shares of iStar common stock.
- Effective January 30, 2015, the Reporting Person has been granted 56,557 shares of iStar common stock in connection with an annual incentive award. After deducting 31,570 shares for applicable tax withholding, the Reporting Person acquired a net amount of 24,987 shares in a transaction completed following 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 the transactions reported in this Form 4, the Reporting Person is the beneficial owner of a total of 296,827 shares of iStar common stock, which are owned directly.
- The Reporting Person is also the holder of 27,000 Units representing the right to receive an equivalent number of shares of iStar common stock (net of shares deducted for taxes and other withholdings) if and when the Units vest.

s/ Nina B Matis

03/11/2015

\*\* Signature of Reporting Person

Date

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

\* 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).

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

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 Number.