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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

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| <p>1. Name and Address of Reporting Person*</p> <p><u>SUGARMAN JAY</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>1114 AVENUE OF THE AMERICAS, 39TH FLOOR</u></p> <hr/> <p>(Street)</p> <p><u>NEW YORK NY 10036</u></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>ISTAR FINANCIAL INC [SFI]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>01/08/2014</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p> | <p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p style="text-align: center;">Chairman and CEO</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p> |
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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 | 01/08/2014 | | s | | 26,749 ⁽¹⁾ | D | \$14.3727 | 2,194,788 ⁽¹⁾ | D | |
| Common Stock | 01/09/2014 | | s | | 25,679 ⁽¹⁾ | D | \$14.5441 | 2,194,788 ⁽¹⁾ | D | |
| Common Stock | 01/10/2014 | | s | | 26,748 ⁽¹⁾ | D | \$14.7103 | 2,194,788 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 44,544 ⁽¹⁾ | I | By spouse |
| Preferred Stock, Series D | | | | | | | | 2,000 ⁽²⁾ | D | |
| Restricted Stock Units | | | | | | | | 1,671,534 ⁽²⁾ | 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:

- On January 8-10, 2014, a total of 80,246 shares of iStar common stock were sold on behalf of the Reporting Person, Mr. Jay Sugarman (26,749 shares sold on January 8, 26,749 shares sold on January 9, and 26,748 shares sold on January 10), 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. Following the transactions reported in this Form 4, the Reporting Person is the direct beneficial owner of 2,194,788 shares of iStar common stock and the indirect beneficial owner of 44,544 shares of iStar common stock owned by his spouse.
- The Reporting Person is also the direct beneficial owner of 2,000 shares of iStar Series D preferred stock and 1,671,534 restricted stock units (as of December 31, 2013) 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.

s/ Jay Sugarman 01/10/2014
 ** 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.