

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DISTASO DAVID MICHAEL</u>  (Last) (First) (Middle) <u>C/O ISTAR FINANCIAL</u> <u>1114 AVENUE OF THE AMERICAS 39TH FLOOR</u>  (Street) <u>NEW YORK NY 10036</u>  (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 FINANCIAL OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2013</u>	
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	12/10/2013		A	V	6,667 <sup>(1)</sup>	A	\$0	58,631 <sup>(5)</sup>	D	
Common Stock	12/10/2013		F	V	2,464 <sup>(1)</sup>	D	\$0	58,631 <sup>(5)</sup>	D	
Common Stock	12/31/2013		A	V	14,000 <sup>(2)</sup>	A	\$0	58,631 <sup>(5)</sup>	D	
Common Stock	12/31/2013		F	V	5,230 <sup>(2)</sup>	D	\$0	58,631 <sup>(5)</sup>	D	
Common Stock	01/01/2014		A	V	7,500 <sup>(3)</sup>	A	\$0	58,631 <sup>(5)</sup>	D	
Common Stock	01/01/2014		F	V	3,170 <sup>(3)</sup>	D	\$0	58,631 <sup>(5)</sup>	D	
Common Stock	01/10/2014		A		14,252 <sup>(4)</sup>	A	\$0	58,631 <sup>(5)</sup>	D	
Common Stock	01/10/2014		F		5,268 <sup>(4)</sup>	D	\$0	58,631 <sup>(5)</sup>	D	
Restricted Stock Units								36,333 <sup>(5)</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 10, 2013, the Reporting Person, Mr. David DiStaso, acquired 6,667 shares of iStar common stock upon the vesting of Units pursuant to an award January 10, 2013, which award has been previously reported on Form 4. After deducting 2,464 shares for applicable tax withholding, the Reporting Person acquired a net amount of 4,203 shares of iStar common stock.
- Effective December 31, 2013, the Reporting Person acquired 14,000 shares of iStar common stock upon the vesting of 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 5,230 shares for applicable tax withholding, the Reporting Person acquired a net amount of 8,770 shares of iStar common stock.
- 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.
- Effective January 10, 2014, the Reporting Person has been granted 14,252 shares of iStar common stock in connection with an annual incentive award. After deducting 5,268 shares for applicable tax withholding, the Reporting Person acquired a net amount of 8,984 shares in a transaction completed on February 4, 2014 after 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 these transactions, the Reporting Person is the direct beneficial owner of 58,631 shares of iStar common stock and also owns a total of 36,333 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.

David M. DiStaso 02/06/2014

\*\* 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.