SEC Form 4	
------------	--

 $\square$ 

## 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

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* JOSEPHS ROBIN			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>ISTAR FINANCIAL INC</u> [ SFI ]		tionship of Reporting P all applicable) Director	erson(s) to Issuer 10% Owner	
(Last) 1861 NORTH	t) (First) (Middle) 1 NORTH ORCHARD STREET		3. Date of Earliest Transaction (Month/Day/Year) 03/21/2005		Officer (give title below)	Other (specify below)	
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fil	ing (Check Applicable	
(Street)						ne dia n	
CHICAGO IL	IL	60614		X	Form filed by One Reporting Person		
					Form filed by More th Person	nan One Reporting	
(City)	(State)	(Zip)					

## 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)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/21/2005		G		122 <sup>(1)</sup>	D	\$0	183	Ι	by spouse
Common Shares	03/21/2005		G		0	D	\$0	5,100	I	by revocable trust
Common Shares	03/21/2005		G		0	D	\$ <mark>0</mark>	14,190	D	

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, cais, wairants, options, convertible securities												Junitesj					
	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. Transa Code ( 8)		n of Expiration I		Expiration Da	6. Date Exercisable and 7 Expiration Date // (Month/Day/Year) S			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	Title	Amount or Number of Shares					

Explanation of Responses:

1. The reporting person's spouse has made a gift of 122 shares of our common stock to an educational institution. Following the reported transaction, the reporting person no longer holds indirect beneficial ownership of such shares.

<u>s/ Robin Josephs</u>

03/21/2005 Date

\*\* Signature of Reporting Person

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.