#### Edgar Filing: CONSTAR INTERNATIONAL INC - Form 4

#### CONSTAR INTERNATIONAL INC

Form 4

February 19, 2008

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

Estimated average

**OMB APPROVAL** 

See Instruction 1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

02/16/2008

DEUBEL DONALD P			Symbol CONST. [CNST]	AR INTE	ERNATIONAL INC	Issuer (Check all applicable)			
(Last)	(First) (M	fiddle)	3. Date of Earliest Transaction (Month/Day/Year)			Director _X_ Officer (given		Owner er (specify	
ONE CROWN WAY			02/16/20	•		below) below) VP, Corporate Technologies			
(Street)			4. If Amer	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
PHILADELI	PHIA, PA 19154-	-4599				Form filed by Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 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 (Instr. 4)	

Code V Amount

F

1,153

(2)

(A)

(D)

D

Price

2.75

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

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 control number.

SEC 1474

(9-02)

D

Transaction(s) (Instr. 3 and 4)

55,890

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

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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)	Code	` ,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	02/17/2008		M	3,293	(1)	(1)	Common Stock	3,293	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DEUBEL DONALD P ONE CROWN WAY PHILADELPHIA, PA 19154-4599

VP, Corporate Technologies

## **Signatures**

/s/David Waksman, Attorney in Fact 02/19/2008

\*\*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) The reported 3,293 restricted stock units vested on February 17, 2008 and were settled using 3,293 previously issued shares of restricted stock. The restricted stock vested upon such settlement. The issuance of such restricted stock was reported on November 20, 2007.
- (2) Represents shares surrendered to the Company to satisfy tax liabilities associated with the vesting of the restricted stock described above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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