

CONSTAR INTERNATIONAL INC
 Form 4/A
 February 23, 2005

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DEUBEL DONALD P

2. Issuer Name and Ticker or Trading Symbol
 CONSTAR INTERNATIONAL INC
 [CNST]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE CROWN WAY
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/17/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Corporate Technologies

PHILADELPHIA, PA 19154-4599
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/22/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	02/17/2005		A		3,293		02/17/2008 ⁽²⁾	02/17/2008 ⁽²⁾	Common Stock	3,2

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/ Michael Hoffman, Attorney
in Fact 02/23/2005

**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) Granted under Issuer's Annual Incentive & Management Stock Purchase Plan (the "Plan").
- (2) Under the Plan, each Restricted Stock Unit will be converted into cash or one share of Common Stock of the Issuer at the discretion of the Compensation Committee of the Issuer's Board of Directors. The undersigned may elect to defer such election until a later date.

Remarks:

On February 22, 2005, the undersigned filed a Form 4 that mistakenly listed the title of the derivative securities acquired as "R
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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