

ISTAR INC.
Form 4
April 20, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
DISTASO DAVID MICHAEL

(Last) (First) (Middle)

C/O ISTAR, 1114 AVENUE OF THE AMERICAS 39TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ISTAR INC. [STAR]

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF FINANCIAL OFFICER

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 | | | |
| Restricted Stock Units | 01/29/2016 | | A | V 11,503 (1) A \$ 0 | 37,704 (3) | D | |
| Common Stock | 02/01/2016 | | A | V 9,000 (2) A \$ 0 | 93,994 (3) | D | |
| Common Stock | 02/01/2016 | | F | V 3,773 (2) D \$ 0 | 93,994 (3) | D | |
| Series D Preferred Stock | | | | | 607 (3) | D | |

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 (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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DISTASO DAVID MICHAEL C/O ISTAR 1114 AVENUE OF THE AMERICAS 39TH FLOOR NEW YORK, NY 10036 | | | CHIEF FINANCIAL OFFICER | |

Signatures

David M. DiStaso 04/20/2016

**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) Effective January 29, 2016, the Reporting Person, Mr. David DiStaso, has been granted a long-term incentive equity award in the amount of 11,503 Restricted Stock Units (Units). The Units represent the right to receive an equivalent number of shares of iStar Common Stock (net of shares deducted for applicable tax withholdings) if and when the Units vest. Subject to the terms of the award agreement, the Units will cliff vest on December 31, 2018 if certain service conditions have been satisfied.
- (2) Effective February 1, 2016, the Reporting Person acquired 9,000 shares of iStar Common Stock upon the vesting of Units pursuant to an incentive equity award granted February 1, 2013, which award was previously reported on Form 4. After deducting 3,773 shares of iStar Common Stock for applicable tax withholdings, the Reporting Person acquired a net amount of 5,227 shares of iStar Common Stock.

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Following these transactions, the Reporting Person is the direct beneficial owner of 93,994 shares of iStar Common Stock and 607 shares (3) of iStar Series D Preferred Stock. He also owns a total of 37,704 Restricted Stock Units, representing the right to receive an equivalent number of shares of iStar Common Stock (net of shares deducted for applicable tax withholdings) if and when the Units vest.

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.