

NADER TAVAKOLI
Form 4
November 09, 2004

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 *
NADER TAVAKOLI

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)

551 FIFTH AVENUE, 34TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2004

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10176

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

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

(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)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/05/2004		P	(1) 1,895 \$ 5.7918	2,353,801	I	FN 2 (2)
Common Stock	11/08/2004		P	(1) 4,500 \$ 5.9542	2,358,301	I	FN 2 (2)
Common Stock	11/09/2004		P	(1) 5,500 \$ 5.9978	2,363,801	I	FN 2 (2)

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

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SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NADER TAVAKOLI 551 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10176		X		
EAGLEROCK CAPITAL MANAGEMENT LLC 551 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10176		X		
MARIEL CAPITAL MANAGEMENT LLC 551 FIFTH AVENUE 34TH FLOOR NEW YORK, NY 10176		X		

Signatures

Nader Tavakoli 11/09/2004

 **Signature of Reporting Person Date

Nader Tavakoli,
Manager 11/09/2004

 **Signature of Reporting Person Date

Nader Tavakoli,
Manager

11/09/2004

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).

The filing of this Form 4 shall not be construed as an admission that Mariel Capital Management, L.L.C., EagleRock Capital Management, L.L.C. or Nader Tavakoli, the managing member of Mariel Capital Management, L.L.C. and EagleRock Capital

- (1) Management, L.L.C. are or were for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owners of any of the shares of Common Stock owned by EagleRock Master Fund or their affiliates. Pursuant to Rule 16a-1, Mariel Capital Management, L.L.C., EagleRock Capital Management, L.L.C. and Mr. Tavakoli disclaim such beneficial ownership.

Mariel Capital Management, L.L.C. and EagleRock Capital Management, L.L.C. hold the shares of Common Stock of Constar International Inc. indirectly through the account of EagleRock Master Fund and their affiliates. Mariel Capital Management, L.L.C. and EagleRock Capital Management, L.L.C. receive a combination of a performance-based allocation or a performance-based fee and an

- (2) asset-based fee from EagleRock Master Fund and their affiliates. Mr. Tavakoli reports the shares held indirectly by Mariel Capital Management, L.L.C. and EagleRock Capital Management, L.L.C. because, as the managing member of Mariel Capital Management, L.L.C. and EagleRock Capital Management, L.L.C. at the time of purchase, Mr. Tavakoli controlled the disposition and voting of the securities. Additionally, Mr. Tavakoli owns interests in affiliates of EagleRock Master Fund.

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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