

CONSTAR INTERNATIONAL INC

Form 4

April 13, 2005

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 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

OMB APPROVAL

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(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

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2005

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

(Street)
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
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/31/2005		P		28,000	A \$ 5.68	267,743	D	
Common Stock	03/31/2005		P		252,000 ⁽¹⁾	A \$ 5.68	2,615,801	I	FN 2,3 ⁽²⁾ <u>(3)</u>
Common Stock	03/31/2005		P		490	A \$ 5.69	268,233	D	
Common Stock	03/31/2005		P		4,410 ⁽¹⁾	A \$ 5.69	2,620,211	I	FN 2,3 ⁽²⁾ <u>(3)</u>
Common Stock	04/01/2005		P		4,000	A \$ 5.42	272,233	D	

FN 2,3 (2)
(3)

FN 2,3 (2)
(3)

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Common Stock	04/01/2005	P	36,000 (1)	A	\$ 5.42	2,656,211	I	FN 2,3 (2) (3)
Common Stock	04/04/2005	P	240	A	\$ 5.24	272,473	D	
Common Stock	04/04/2005	P	2,160 (1)	A	\$ 5.24	2,658,371	I	FN 2,3 (2) (3)
Common Stock	04/06/2005	P	2,860	A	\$ 5.29	275,333	D	
Common Stock	04/06/2005	P	25,740 (1)	A	\$ 5.29	2,684,111	I	FN 2,3 (2) (3)
Common Stock	04/07/2005	P	1,740	A	\$ 5.21	277,073	D	
Common Stock	04/07/2005	P	15,660 (1)	A	\$ 5.21	2,699,771	I	FN 2,3 (2) (3)
Common Stock	04/08/2005	P	1,400	A	\$ 5.12	278,473	D	
Common Stock	04/08/2005	P	12,600 (1)	A	\$ 5.12	2,712,371	I	FN 2,3 (2) (3)

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Signatures

04/13/2005

Date _____

04/13/2004

Date _____

Explanation of Responses:

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Act of 1934, as amended, or otherwise the beneficial owners of any of the shares of common stock, \$.01 par value per share, of Constellation Brands, Inc. (the "Common Stock") owned by EagleRock Master Fund or its affiliates. Pursuant to Rule 16a-1, both EagleRock Capital Management, L.L.C. and Mr. Tavakoli disclaim such beneficial ownership.

(2) performance-based allocation or a performance-based fee and an asset-based fee from EagleRock Master Fund and its affiliates. Mr. Tavakoli reports the shares held indirectly by EagleRock Capital Management, L.L.C. because, as the managing member of 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.

(3) EagleRock Master Fund, and, therefore, it no longer has any voting or dispositive power over the Common Stock. Mariel Capital Management, L.L.C. was included as a reporting person in the Form 3, filed with the Securities and Exchange Commission (the "Commission") on June 9, 2004, and also was included in the Form 4 filed with the Commission on November 9, 2005.

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