

NADER TAVAKOLI

Form 4

January 05, 2009

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 *
EagleRock Capital Management,
L.L.C.

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)
24 WEST 40TH ST., 10TH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2008

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

NEW YORK, NY 10018

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	12/30/2008		S		5,794	D	\$ 0.0502	2,704,588	I	See footnote (1)
Common Stock	12/30/2008		S		12,600	D	\$ 0.0501	2,691,988	I	See footnote (1)
Common Stock	12/30/2008		S		81,606	D	\$ 0.05	2,610,382	I	See footnote (1)
Common Stock	12/30/2008		S		42,100	D	\$ 0.0451	2,568,282	I	See footnote

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								<u>(1)</u>
Common Stock	12/30/2008	S	100,000	D	\$ 0.11	2,468,282	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	300	D	\$ 0.0929	2,467,982	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	400	D	\$ 0.0903	2,467,582	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	100	D	\$ 0.0902	2,467,482	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	1,100	D	\$ 0.09	2,466,382	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	700	D	\$ 0.089	2,465,682	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	500	D	\$ 0.087	2,465,182	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	1,000	D	\$ 0.085	2,464,182	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	100	D	\$ 0.0849	2,464,082	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	1,655	D	\$ 0.082	2,462,427	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	2,900	D	\$ 0.0815	2,459,527	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	11,000	D	\$ 0.0812	2,448,527	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	16,855	D	\$ 0.0806	2,431,672	I	See footnote <u>(1)</u>
Common Stock	12/31/2008	S	1,575	D	\$ 0.0805	2,430,097	I	See footnote <u>(1)</u>

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Common Stock	12/31/2008	S	100	D	\$ 0.0803	2,429,997	I	See footnote (1)
Common Stock	12/31/2008	S	3,970	D	\$ 0.0801	2,426,027	I	See footnote (1)
Common Stock	12/31/2008	S	204,545	D	\$ 0.08	2,221,482	I	See footnote (1)
Common Stock	12/31/2008	S	50,000	D	\$ 0.079	2,171,482	I	See footnote (1)

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

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(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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EagleRock Capital Management, L.L.C. 24 WEST 40TH ST. 10TH FLOOR NEW YORK, NY 10018	X
NADER TAVAKOLI 24 WEST 40TH ST.	X

10TH FLOOR
NEW YORK, NY 10018

Signatures

/s/ Nader Tavakoli, Managing Member of EagleRock Capital Management,
LLC

01/05/2009

__Signature of Reporting Person

Date

/s/ Nader Tavakoli

01/05/2009

__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 shares of common stock ("Common Stock") of Constar International Inc. (the "Company") disclosed in this Form 4 are directly owned by certain funds, including EagleRock Master Fund, LP and EagleRock Institutional Partners, LP (together, the "Funds"), of which EagleRock Capital Management, LLC ("EagleRock") is the investment manager. Mr. Nader Tavakoli is the managing member and principal of EagleRock. By reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), EagleRock and Mr. Tavakoli may be deemed to be the beneficial owners of the securities beneficially owned by the Funds. In addition, Mr. Tavakoli may be deemed to be the beneficial owner of 278,473 shares of Common Stock beneficially owned by another entity. Each of EagleRock, Mr. Tavakoli, and the Funds hereby disclaim beneficial ownership of all securities reported herein, except to the extent of any pecuniary interest therein.

Remarks:

Exhibit 99.1 Joint Filer Information

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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