

CELLSTAR CORP
Form 4
March 10, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ROTH MICHAEL

(Last) (First) (Middle)

C/O STARK INVESTMENTS, 3600
SOUTH LAKE DRIVE

(Street)

ST. FRANCIS, WI 53235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CELLSTAR CORP [CLST]

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

03/08/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$0.01 par value per share | 03/08/2006 | | S | 8,000 D \$ 3.81 | 3,455,254 | I (1) | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/08/2006 | | S | 16,000 D \$ 3.85 | 3,439,254 | I (1) | By Partnerships |
| Common Stock, | 03/08/2006 | | S | 12,500 D \$ 3.9 | 3,426,754 | I (1) | By Partnerships |

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| | | | | | | | | |
|--|------------|---|--------|---|---------|-----------|--------------|-----------------|
| \$0.01 par value per share | | | | | | | | |
| Common Stock, \$0.01 par value per share | 03/08/2006 | S | 10,000 | D | \$ 3.91 | 3,416,754 | I <u>(1)</u> | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/08/2006 | S | 11,500 | D | \$ 3.95 | 3,405,254 | I <u>(1)</u> | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/08/2006 | S | 14,500 | D | \$ 4 | 3,390,754 | I <u>(1)</u> | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/08/2006 | S | 5,000 | D | \$ 4.05 | 3,385,754 | I <u>(1)</u> | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/08/2006 | S | 1,000 | D | \$ 4.24 | 3,384,754 | I <u>(1)</u> | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/08/2006 | S | 2,500 | D | \$ 4.25 | 3,382,254 | I <u>(1)</u> | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/08/2006 | S | 3,000 | D | \$ 4.26 | 3,379,254 | I <u>(1)</u> | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/08/2006 | S | 12,000 | D | \$ 4.28 | 3,367,254 | I <u>(1)</u> | By Partnerships |
| Common Stock, \$0.01 par | 03/09/2006 | S | 21,000 | D | \$ 4 | 3,346,254 | I <u>(1)</u> | By Partnerships |

| | | | | | | | | | |
|--|------------|---|--------|---|---------|-----------|------------------|--|-----------------|
| value per share | | | | | | | | | |
| Common Stock, \$0.01 par value per share | 03/09/2006 | S | 20,000 | D | \$ 4.02 | 3,326,254 | I ⁽¹⁾ | | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/09/2006 | S | 4,000 | D | \$ 4.14 | 3,322,254 | I ⁽¹⁾ | | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/09/2006 | S | 10,000 | D | \$ 4.19 | 3,312,254 | I ⁽¹⁾ | | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/09/2006 | S | 10,000 | D | \$ 4.25 | 3,302,254 | I ⁽¹⁾ | | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/09/2006 | S | 20,000 | D | \$ 4.35 | 3,282,254 | I ⁽¹⁾ | | By Partnerships |
| Common Stock, \$0.01 par value per share | 03/09/2006 | S | 15,000 | D | \$ 4.38 | 3,267,254 | I ⁽¹⁾ | | By Partnerships |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 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. Nu Deriv Secur Bene Own Follo |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------------|

(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

| 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 |
| ROTH MICHAEL C/O STARK INVESTMENTS 3600 SOUTH LAKE DRIVE ST. FRANCIS, WI 53235 | | X | | |
| STARK BRIAN JAY C/O STARK INVESTMENTS 3600 SOUTH LAKE DRIVE ST. FRANCIS, WI 53235 | | X | | |

Signatures

/s/ Michael A.
Roth 03/10/2006
 **Signature of Date
 Reporting Person

/s/ Brian J. Stark 03/10/2006
 **Signature of Date
 Reporting Person

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 Reporting Person and Brian J. Stark direct the management of Stark Offshore Management, LLC ("Stark Offshore"), which acts as the investment manager and has sole power to direct the management of Shepherd Investments International, Ltd. ("Shepherd"), and Stark Onshore Management, LLC ("Stark Onshore"), which acts as managing general partner and has sole power to direct the management of

(1) Stark International. As the Managing Members of Stark Offshore and Stark Onshore, the Reporting Person and Brian J. Stark possess voting and dispositive power over all of the foregoing shares. Therefore, for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the Reporting Persons may be deemed to be the beneficial owners of, but hereby disclaim such beneficial ownership of, the foregoing shares.

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.