CONSTAR INTERNATIONAL INC Form SC 13G/A February 14, 2005

#### UNITED STATES

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13G**

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

**Under the Securities Exchange Act of 1934** 

(Amendment No. 2)\*

Constar International Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

21036U107 (CUSIP Number)

December 31, 2004
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ]	Rule 13d-1(b)
[X]	Rule 13d-1(c)
[ ]	Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 16

CUSIP NO. 210	36U107		13G	Page 2 of 16 Pages
1.		ORTING PERSON DENTIFICATION I	NO. OF ABOVE PERSON	
2	CHECK THE A	-	X IF A MEMBER OF A GROU	D
2.	CHECK THE A	FFROPKIATE BO2	X IF A MEMBER OF A GROU (a)	ý ý
			(b)	0
3.	SEC USE ONLY		GANGATION.	
4.	CITIZENSHIP ( Illinois limited )	OR PLACE OF OR	GANIZATION	
NU	MBER OF	par thership 5.	SOLE VOTING POWER	
	SHARES	3.	0	
BEN	EFICIALLY	6.	SHARED VOTING POWE	R
OV	VNED BY			
	EACH		697,759 shares of Common	1 Stock
	PORTING			
F	PERSON WITH	7.	SOLE DISPOSITIVE POW  0	ER
		8.	SHARED DISPOSITIVE P	OWER
			See Row 6 above.	
		ENEFICIALLY OW	NED BY EACH REPORTING	PERSON
	6 above.	ECATE AMOUNT	IN ROW (9) EXCLUDES	
	BOX IF THE AGGR IN SHARES	EGATE AMOUNT	IN NOW (9) EACLUDES	
	NT OF CLASS REPR	ESENTED BY AM	OUNT IN ROW (9)	
ii. i EkcEi	or child kerk	LULINIDO DI AM	(7)	
Approxi	mately 5.5% as of D	ecember 31, 2004 (	(based on 12,591,075 shares of	Common Stock issued and ou
Novemb	er 9, 2004).			

Page 2 of 16

12.

PN; HC

TYPE OF REPORTING PERSON

CUSIP NO. 21036	5U107		13G		Page 3 of 16 Pages	
1.	NAME OF REPOR		IO OF A DOME DEDGG			
	S.S. OR I.R.S. IDE	NTIFICATION N	NO. OF ABOVE PERSO	)N		
	Citadel Investment	Group, L.L.C.				
2.			IF A MEMBER OF A	GROUP		
				(a)	ý	
3.	SEC USE ONLY			(b)	0	
J.	SEC CSE CIVET					
4.	CITIZENSHIP OR					
NI IM	Delaware limited li BER OF	iability company 5.	Y SOLE VOTING POV	VED		
	ARES	5.	0	WEK		
	FICIALLY	6.	SHARED VOTING	POWER		
OWN	NED BY					
	ACH		697,759 shares of C	ommon S	tock	
	ORTING	7.	SOLE DISPOSITIVE	E POWER	2	
	RSON /ITH	0	0	W.E. DO.	UED	
**	1111	8.	SHARED DISPOSITING See Row 6 above.	IVE POV	VER	
9. AGGREGA	ATE AMOUNT BENE	EFICIALLY OW	NED BY EACH REPO	RTING PE	ERSON	
See Row 6	above.					
		ATE AMOUNT	IN ROW (9) EXCLUD	ES		
CERTAIN			OLINIT IN DOM (0)			O
11. PERCENT	OF CLASS REPRESI	ENTED BY AM	OUNT IN KOW (9)			
Approxim	ately 5.5% as of Dece	mber 31, 2004 (	based on 12,591,075 sh	ares of Co	ommon Stock issued and out	stand
November		,	, , , , , , ,			
	REPORTING PERSO	N				
OO; HC						

Page 3 of 16

CUSIP N	O. 21036U107		13G	Page 4 of 16 Pages
1.		OF REPORTING PERSON R I.R.S. IDENTIFICATION N	NO. OF ABOVE PERSON	
2.		ch Griffin K THE APPROPRIATE BOY	(a)	ý
3.	SEC US	SE ONLY	(b)	0
4.	CITIZE U.S. Ci	ENSHIP OR PLACE OF ORG	GANIZATION	
	NUMBER OF SHARES BENEFICIALLY	5.	SOLE VOTING POWER  0 SHARED VOTING POWER	
	OWNED BY EACH REPORTING PERSON	7.	697,759 shares of Common S SOLE DISPOSITIVE POWER	
	WITH	8.	0 SHARED DISPOSITIVE POV See Row 6 above.	WER
	GGREGATE AMO	OUNT BENEFICIALLY OW	NED BY EACH REPORTING P	ERSON
	HECK BOX IF THERTAIN SHARES	E AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
11. PE	ERCENT OF CLAS	SS REPRESENTED BY AM	OUNT IN ROW (9)	

12. TYPE OF REPORTING PERSON IN; HC

Page 4 of 16

CUSIP NO. 21036U107		13G	Page 5 of 16 Pages
	E OF REPORTING PERSON OR LR.S. IDENTIFICATION		
5.5. 0	K I.K.S. IDENTIFICATION	NO. OF ABOVE PERSON	
Citad	el Wellington LLC		
2. CHEC	K THE APPROPRIATE BO	X IF A MEMBER OF A GROUP	
		(a) (b)	ý o
3. SEC U	JSE ONLY	(0)	O
4 CITIS	VENCLUD OD DI ACE OF OD	CANIZATION	
	ENSHIP OR PLACE OF OR vare limited liability compar		
NUMBER OF	• •	SOLE VOTING POWER	
SHARES		0	
BENEFICIALL OWNED BY	Y 6.	SHARED VOTING POWER	
EACH		697,759 shares of Common S	tock
REPORTING	7.	SOLE DISPOSITIVE POWER	
PERSON		0	
WITH	8.	SHARED DISPOSITIVE POV	VER
0 ACCRECATE AN	OLDE DENEELOLALI V.OV	See Row 6 above.	EDGON
9. AGGREGATE AM See Row 6 above.	OUNT BENEFICIALLY OV	VNED BY EACH REPORTING PE	ERSON
	HE AGGREGATE AMOUN'	T IN ROW (9) EXCLUDES	
CERTAIN SHARE			
11. PERCENT OF CLA	ASS REPRESENTED BY AN	MOUNT IN ROW (9)	

12. TYPE OF REPORTING PERSON **OO; HC** 

Page 5 of 16

CUSII	P NO. 21036U107		13G	Page 6 of 16 Pages
		OF REPORTING PERSON		
	S.S. O	I.R.S. IDENTIFICATION	NO. OF ABOVE PERSON	
	Citade	<b>Kensington Global Strates</b>	gies Fund Ltd.	
		e .	X IF A MEMBER OF A GROUP	
			(a)	ý
			(b)	0
	3. SEC U	SE ONLY	. ,	
	4. CITIZ	NSHIP OR PLACE OF OR	GANIZATION	
		da company	O. I. (III. 11101)	
	NUMBER OF	5.	SOLE VOTING POWER	
	SHARES		0	
	BENEFICIALLY	6.	SHARED VOTING POWER	
	OWNED BY			
	EACH		697,759 shares of Common	Stock
	REPORTING	7.	SOLE DISPOSITIVE POWE	
	PERSON	,.	0	
	WITH	8.	SHARED DISPOSITIVE PO	WFR
		0.	See Row 6 above.	WER
9.	AGGREGATE AM	UNT BENEFICIALLY OW	NED BY EACH REPORTING F	PERSON
	See Row 6 above.	51.1 32.12.10.12.1 O 11		
10.		E AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
	CERTAIN SHARES		( ) ===================================	
11.		SS REPRESENTED BY AM	IOUNT IN ROW (9)	

12. TYPE OF REPORTING PERSON **CO; HC** 

Page 6 of 16

CUSI	IP NO. 21036U107		13G	Page 7 of 16 Pages
	1 3743.6			
		E OF REPORTING PERSON OR I.R.S. IDENTIFICATION		
	5.5.		TO OT TIBO (BIBLIOT)	
		el Equity Fund Ltd.		
	2. CHEC	CK THE APPROPRIATE BOX	X IF A MEMBER OF A GROUP	<i>‡.</i>
			(a) (b)	ý o
	3. SEC I	JSE ONLY		
	4. CITIZ	ENSHIP OR PLACE OF OR	C A NIIZ A TION	
	.,	ian Islands company	GANIZATION	
	NUMBER OF		SOLE VOTING POWER	
	SHARES		0	
	BENEFICIALL	Y 6.	SHARED VOTING POWER	
	OWNED BY EACH		(O <b></b> 0)	
	REPORTING	7.	697,759 shares of Common S SOLE DISPOSITIVE POWER	
	PERSON	7.	0	
	WITH	8.	SHARED DISPOSITIVE POV	VER
			See Row 6 above.	
9.		OUNT BENEFICIALLY OW	NED BY EACH REPORTING PE	ERSON
10	See Row 6 above.	HE A CODEC ATTE AN ACTIVE	Thinous (a) Every Liber	
10.	CHECK BOX IF T	HE AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
11.		S ASS REPRESENTED BY AM	IOUNT IN ROW (9)	
		DI III.		

12. TYPE OF REPORTING PERSON **CO** 

Page 7 of 16

CUSIP NO. 2	21036U107		13G	Page 8 of 16 Pages	
1	NAMEOR	PEDODEING DEDGON			
1.		FREPORTING PERSON R.S. IDENTIFICATION N	NO. OF ABOVE PERSON		
		redit Products Ltd.			
2.	CHECK T	HE APPROPRIATE BOX	(a) IF A MEMBER OF A GROU		
			(a) (b)	ý o	
3.	SEC USE	ONLY	(6)	v	
4.	CITIZENS	SHIP OR PLACE OF ORC	GANIZATION		
		slands company	711 (ID:11101)		
N	NUMBER OF	5.	SOLE VOTING POWER		
	SHARES		0		
	ENEFICIALLY	6.	SHARED VOTING POWE	IR .	
(	OWNED BY				
-	EACH		697,759 shares of Common		
1	REPORTING PERSON	7.	SOLE DISPOSITIVE POW	/ER	
	WITH		0		
	WIII	8.	SHARED DISPOSITIVE P	OWER	
9. AGGI	DECATE AMOUN	JT DENEELCIALLY OW	See Row 6 above. NED BY EACH REPORTING	DEDCOM	
	REGATE AMOUR ow 6 above.	NI DENEFICIALLY UW	NED DI EACH KEPURIING	PERSUN	
		AGGREGATE AMOUNT	IN ROW (9) EXCLUDES		
	AIN SHARES	AGGREGATE AMOUNT	III KOW () EXCLUDES		o
		REPRESENTED BY AM	OUNT IN ROW (9)		0
I Like	21.1 01 02.1001	CELLED DI MI			
Annr	oximately 5.5% a	s of December 31, 2004 (	based on 12,591,075 shares of	Common Stock issued and	outstand
	mber 9, 2004).	5 01 December 51, 2004 (	Substantial Control of the Control o	Common Stock issued and	Jawania
	OF DEPODED IC	PEDGON			

Page 8 of 16

12.

CO; HC

TYPE OF REPORTING PERSON

CUSIP NO	D. 21036U107	13G	Page 9 of 16 Pages
1.		REPORTING PERSON R.S. IDENTIFICATION NO. OF ABOVE PER	SON
2.		edit Trading Ltd. HE APPROPRIATE BOX IF A MEMBER OF	A GROUP (a) ý
3.	SEC USE 0	ONLY	(b) o
4.		HIP OR PLACE OF ORGANIZATION	
	NUMBER OF SHARES BENEFICIALLY OWNED BY	5. SOLE VOTING P  0  6. SHARED VOTIN	
	EACH REPORTING PERSON WITH	697,759 shares of 7. SOLE DISPOSITI 0 8. SHARED DISPOS	IVE POWER
	GGREGATE AMOUN	See Row 6 above. IT BENEFICIALLY OWNED BY EACH REP	
10. CH		GGREGATE AMOUNT IN ROW (9) EXCLU	JDES
11. PE	RCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (9)	

Page 9 of 16

12.

 $\mathbf{co}$ 

TYPE OF REPORTING PERSON

CUSIP NO. 21036U107	13G	Page 10 of 16 Pages
---------------------	-----	---------------------

Name of Issuer: CONSTAR INTERNATIONAL INC. Item 1(a)

1(b) Address of Issuer s Principal Executive Offices:

> One Crown Way Philadelphia, PA 19154

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

> Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603

Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Page 10 of 16

CUSIP NO. 21036U107	13G	Page 11 of 16 Pages
---------------------	-----	---------------------

Citadel Kensington Global Strategies Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Bermuda company

Citadel Equity Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Credit Trading Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Credit Products Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Page 11 of 16

CUSIP NO. 21036U107		07	13G	Page 12 of	16 Pages				
2(d)			of Securities: ck, par value \$0.01 per share						
2(e)	CUSIF	Numl	er: <b>21036U107</b>						
Item 3	If this	statem	nt is filed pursuant to Rules 13d-1(b), or 13d-2(b	o) or (c), check whether the	e person filing is a:				
	(a)	[_]	Broker or dealer registered under Section 1:	of the Exchange Act;					
	(b)	[]	Bank as defined in Section 3(a)(6) of the Ex	schange Act;					
	(c)	[]	Insurance company as defined in Section 3(	Insurance company as defined in Section 3(a)(19) of the Exchange Act;					
	(d)	(d) [_] Investment company registered under Section 8 of the Investment Company Act;							
	(e)	[]	An investment adviser in accordance with F	An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);					
	(f)	[]	An employee benefit plan or endowment fu	An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);					
	(g)	[]	A parent holding company or control person	A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);					
	(h)	[]	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;						
	(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(the Investment Company Act;					n 3(c)(14) of			
	(j)	[]	Group, in accordance with Rule 13d-1(b)(1)	)(ii)(J).					
If this statement	is filed p	ursuan	to Rule 13d-1(c), check this box. ý						
Item 4	Owner	ship:							
			Page 12 of 16						

CUSIP NO. 21036U107	13G	Page 13 of 16 Pages
---------------------	-----	---------------------

CITADEL LIMITED PARTNERSHIP
CITADEL INVESTMENT GROUP, L.L.C.
KENNETH GRIFFIN
CITADEL WELLINGTON LLC
CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.
CITADEL EQUITY FUND LTD.
CITADEL CREDIT TRADING LTD.
CITADEL CREDIT PRODUCTS LTD.

(a)	Amount beneficially owned:			
697,759 shares of Common Stock				
(b)	Percent of Class:			
Approximately 5.5% as of December 31, 2004 (based on 12,591,075 shares of Common Stock issued and outstanding as of November 9, 2004).				
(c)	Number of shares as to which such person has:			
	(i)	sole power to vote or to direct the vote:		
		0		
	(ii)	shared power to vote or to direct the vote:		
		See Item 4(a) above.		
	(iii)	sole power to dispose or to direct the disposition of:		
		0		
	(iv)	shared power to dispose or to direct the disposition of:		
		See Item 4(a) above.		
Item 5	Ownership of Five Percent or Less of	a Class: Not Applicable.		
Item 6	Ownership of More than Five Percent on Behalf of Another Person:  Not Applicable.			
Item 7	Identification and Classification of the Holding Company:	e Subsidiary which Acquired the Security Being Reported on by the Parent		
Page 13 of 16				

CUSIP NO. 21036U107	13G	Page 14 of 16 Pages
---------------------	-----	---------------------

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

This Schedule 13G/A is being filed solely to make certain corrective changes to the Reporting Persons party to the Schedule 13G/A filed on February 9, 2005, reflecting internal organization changes made within the reporting group on or prior to December 31, 2004.

\* Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

Page 14 of 16

CUSIP NO. 21036U107	13G	Page 15 of 16 Pages
---------------------	-----	---------------------

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 14th day of February, 2005

# CITADEL LIMITED PARTNERSHIP

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### **KENNETH GRIFFIN**

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, attorney-in-fact\*

#### CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### CITADEL CREDIT PRODUCTS LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

Page 15 of 16

CUSIP NO. 21036U107	13G	Page 16 of 16 Pages
---------------------	-----	---------------------

#### CITADEL WELLINGTON LLC

By: Citadel Limited Partnership,

its Managing Member

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

# CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### CITADEL CREDIT TRADING LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

Page 16 of 16