CONSTAR INTERNATIONAL INC Form SC 13G/A February 13, 2006

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. 3)*

Constar International Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

21036U107 (CUSIP Number)

December 31, 2005

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)
	nainder 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 s, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
Exchang	rmation required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities e 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 r, see the Notes).

6U107		13G	Pa	age 2 of 11 Pages
NAME OF R	EPORTING PERSON			
S.S. OR I.R.S	. IDENTIFICATION N	O. OF ABOVE PE	ERSON	
Citadel Limi	ted Partnership			
		IF A MEMBER C	F A GROUP	
			(a)	ý
SEC LISE ON	II W		(b)	0
SEC USE OF	LI			
CITIZENSH	P OR PLACE OF ORC	SANIZATION		
Illinois limit	ed partnership			
BER OF	5.	SOLE VOTING	G POWER	
ARES		0		
FICIALLY	6.	SHARED VOT	TING POWER	
NED BY				
ACH		1,855 shares of	f Common Stock	
ORTING		,		
RSON	7.	SOLE DISPOS	SITIVE POWER	
/ITH		0		
	8.	CHADED DICE	DOCITIVE DOWN	7D
	NAME OF R S.S. OR I.R.S Citadel Limi CHECK THE SEC USE ON CITIZENSHI Illinois limite BER OF ARES PICIALLY IED BY ACH DRTING RSON	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION N Citadel Limited Partnership CHECK THE APPROPRIATE BOX SEC USE ONLY CITIZENSHIP OR PLACE OF ORC Illinois limited partnership BER OF 5. ARES FICIALLY 6. JED BY ACH DRTING RSON 7.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PE Citadel Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER OF SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Illinois limited partnership BER OF 5. SOLE VOTING ARES 0 FICIALLY 6. SHARED VOTING IED BY ACH 1,855 shares of ORTING RSON 7. SOLE DISPOSE TITH 0	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Illinois limited partnership BER OF ARES 0 FICIALLY 6. SHARED VOTING POWER ARES ICIALLY 6. SHARED VOTING POWER ACH ORTING RSON 7. SOLE DISPOSITIVE POWER OTH

See Row 6 above.

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 0.0% as of December 31, 2005

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

Page 2 of 11

CUSIP NO. 21036U107		13G		Page 3 of 11 Pages	
1.	NAME OF	REPORTING PERSON			
	S.S. OR I.R	S. IDENTIFICATION NO. OF ABOVE PE	ERSON		
	Citadel Inv	estment Group, L.L.C.			
2.		IE APPROPRIATE BOX IF A MEMBER C	OF A GROUP		
			(a)	ý	
			(b)	0	
3.	SEC USE C	NLY			

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

NUMBER OF SOLE VOTING POWER **SHARES** SHARED VOTING POWER BENEFICIALLY 6. OWNED BY **EACH** 1,855 shares of Common Stock REPORTING 7. SOLE DISPOSITIVE POWER PERSON WITH 8. SHARED DISPOSITIVE POWER

See Row 6 above.

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 0.0% as of December 31, 2005

12. TYPE OF REPORTING PERSON OO; HC

Page 3 of 11

CUSIP NO. 21036U107	13G	Page 4 of 11 Pages

1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Kenneth Griffin

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 - (a) ý (b) o

- 3. SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5. SOLE VOTING POWER

SHARES

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY

EACH 1,855 shares of Common Stock

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON

WITH 8. SHARED DISPOSITIVE POWER

See Row 6 above.

- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 0.0% as of December 31, 2005

12. TYPE OF REPORTING PERSON IN; HC

Page 4 of 11

CUSIP NO. 21036U107	13G	Page 5 of 11 Pages

1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Wellington LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ý (b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

NUMBER OF 5. SOLE VOTING POWER SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER OWNED BY
EACH 1,855 shares of Common Stock REPORTING 7. SOLE DISPOSITIVE POWER PERSON 0

WITH 8. SHARED DISPOSITIVE POWER

See Row 6 above.

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 0.0% as of December 31, 2005

12. TYPE OF REPORTING PERSON OO; HC

Page 5 of 11

CUSIP NO. 2	21036U107		13G	Page 6 of 11 Pages
1	NAMEO	E DEDODTING DEDGON		
1.		F REPORTING PERSON .R.S. IDENTIFICATION N	IO. OF ABOVE PERSON	
	5.5. 51.1		(0, 01 1120 (2 1 21001)	
		rading Group L.L.C.		
2.	CHECK 7	THE APPROPRIATE BOX	IF A MEMBER OF A GRO	
			(a) (b)	·
3.	SEC USE	ONLY	(0)	,,
4.		SHIP OR PLACE OF ORC		
N	Deiaward IUMBER OF	e limited liability company 5.	SOLE VOTING POWER	?
- 1	SHARES		0	•
	NEFICIALLY	6.	SHARED VOTING POW	WER
(OWNED BY			
R	EACH REPORTING	7	1,855 shares of Common	
10	PERSON	7.	SOLE DISPOSITIVE PO	OWEK
WITH		8.	SHARED DISPOSITIVE	E POWER
			See Row 6 above.	
	EGATE AMOU	NT BENEFICIALLY OW	NED BY EACH REPORTING	IG PERSON
See Ro	ow o above.			

Approximately 0.0% as of December 31, 2005 TYPE OF REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

CERTAIN SHARES

OO; BD

10.

11.

Page 6 of 11

CUSIP NO. 21036U107	13G	Page 7 of 11 Pages
---------------------	-----	--------------------

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

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 7 of 11

CUS	IP NO. 21036U107		13G	Page 8 of 11 Pages
c/o Citade 131 S. De 32nd Floo Chicago, l	rading Group L.L.C. el Investment Group, earborn Street or Illinois 60603 limited liability com			
2(d)	Title of Class of	Securities:		
	Common Stock,	par value \$0.01	per share	
2(e)	CUSIP Number:		21036U107	
Item 3	If this statement i	s filed pursuant t	to Rules 13d-1(b), or 13d-2(b) or (c), check who	ether the person filing is a:
	(a)	[_]	Broker or dealer registered under Section 15	of the Exchange Act;
	(b)	[_]	Bank as defined in Section 3(a)(6) of the Ex	change Act;
	(c)	[_]	Insurance company as defined in Section 3(a	a)(19) of the Exchange Act;
	(d)	[_]	Investment company registered under Section	on 8 of the Investment Company Act;
	(e)	[_]	An investment adviser in accordance with R	ule 13d-1(b)(1)(ii)(E);
	(f)	[_]	An employee benefit plan or endowment fur	nd in accordance with Rule 13d-1(b)(1)(ii
	(g)	[_]	A parent holding company or control person	in accordance with Rule 13d-1(b)(1)(ii)(
	(h)	[_]	A savings association as defined in Section 3	3(b) of the Federal Deposit Insurance Act
	(i)	[_]	A church plan that is excluded from the defi Section 3(c)(14) of the Investment Company	
	(j)	[_]	Group, in accordance with Rule 13d-1(b)(1)	(ii)(J).

Page 8 of 11

If this statement is filed pursuant to Rule 13d-1(c), check this box. \circ

CUSIP NO. 21036U107 13G Page 9 of 11 Pages	
---	--

Item 4 Ownership:

CITADEL LIMITED PARTNERSHIP

CITADEL INVESTMENT GROUP, L.L.C.

KENNETH GRIFFIN

CITADEL WELLINGTON LLC

CITADEL TRADING GROUP L.L.C.

(a) Amount beneficially owned:

1,855 shares of Common Stock

(b) Percent of Class:

Approximately 0.0% as of December 31, 2005

(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:

If this statement is being filed to report the fact that as of the date hereof

the reporting person has

ceased to be the beneficial owner of more than five percent of the class of securities, check the following: ý

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent

Holding Company:

See Item 2 above.

Page 9 of 11

07 13 G	Page 10 of 11 Pages
07 13G	Page 10 of 11 Pages

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.

Page 10 of 11

^{*} 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.

CUSIP NO. 21036U107	13G	Page 11 of 11 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 13th day of February, 2006

KENNET	TH GRIFFIN	CITADEL TRADING GROUP L.L.C.			
			Ten a seria de la compansión de la compa		
Ву:	/s/ Matthew B. Hinerfeld	By:	Citadel Limited Partnership,		
	Matthew B. Hinerfeld, attorney-in-fact*		its Managing Member		
CITADE	L INVESTMENT GROUP, L.L.C.	By:	Citadel Investment Group, L.L.C.,		
			its General Partner		
By:	/s/ Matthew B. Hinerfeld				
	Matthew B. Hinerfeld, Managing	By:	/s/ Matthew B. Hinerfeld		
	Director and Deputy General Counsel		Matthew B. Hinerfeld, Managing		
			Director and Deputy General Counsel		
CITADE	L LIMITED PARTNERSHIP				
Ву:	Citadel Investment Group, L.L.C.,				
	its General Partner				
By:	/s/ Matthew B. Hinerfeld				
	Matthew B. Hinerfeld, Managing				
	Director and Deputy General Counsel				
CITADE	L WELLINGTON LLC				
Ву:	Citadel Limited Partnership,				
	its Managing Member				
<u> </u>	G. III.				
By:	Citadel Investment Group, L.L.C.,				
	its General Partner				
By:	/s/ Matthew B. Hinerfeld				
<i></i>	Matthew B. Hinerfeld, Managing				
	Director and Deputy General Counsel				
	Enterior and Deputy General Country				