CELLSTAR CORP

Form 4 March 15, 2006

FORM 4

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

OMB Number: 3235-0287

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GOLDFIELD ALAN H			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	CELLSTAR CORP [CLST.PK] 3. Date of Earliest Transaction	(Check all applicable)			
1851 TURB	EVILLE RO	OAD	(Month/Day/Year) 03/10/2006	DirectorX 10% Owner Officer (give title below) Other (specification)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DENTON, T	ΓΧ 76205		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
DEITION, I	111 /0203			Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativo	e Secu	rities Acqu	iired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		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)		
Common Stock	03/10/2006	03/10/2006	S	5,600	D	\$ 4.05	2,065,654	I	By Partnership (1)
Common Stock	03/10/2006	03/10/2006	S	2,600	D	\$ 4	2,063,054	I	By Partnership (1)
Common Stock	03/10/2006	03/10/2006	S	11,800	D	\$ 4	2,051,254	I	By Partnership (1)
Common Stock	03/10/2006	03/10/2006	S	7,900	D	\$ 4.0262	2,043,354	I	By Partnership (1)

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Common Stock	03/10/2006	03/10/2006	S	500	D	\$ 4	2,042,854	I	By Partnership (1)
Common Stock	03/10/2006	03/10/2006	S	1,000	D	\$ 4.03	2,041,854	I	By Partnership (1)
Common Stock	03/10/2006	03/10/2006	S	2,500	D	\$ 4.07	2,039,354	I	By Partnership (1)
Common Stock	03/10/2006	03/10/2006	S	900	D	\$ 4.15	2,038,454	I	By Partnership (1)
Common Stock	03/10/2006	03/10/2006	S	2,500	D	\$ 4.1	2,035,954	I	By Partnership
Common Stock	03/10/2006	03/10/2006	S	800	D	\$ 4.2	2,035,154	I	By Partnership
Common Stock	03/13/2006	03/13/2006	S	2,800	D	\$ 4.1054	2,032,354	I	By Partnership
Common Stock	03/13/2006	03/13/2006	S	2,000	D	\$ 4.0125	2,030,354	I	By Partnership (1)
Common Stock	03/13/2006	03/13/2006	S	11,259	D	\$ 4.1	2,019,095	I	By Partnership (1)
Common Stock	03/13/2006	03/13/2006	S	43,000	D	\$ 4.05	1,976,095	I	By Partnership (1)
Common Stock	03/13/2006	03/13/2006	S	10,000	D	\$ 4.07	1,966,095	I	By Partnership (1)
Common Stock	03/13/2006	03/13/2006	S	4,000	D	\$ 4.065	1,962,095	I	By Partnership (1)
Common Stock	03/13/2006	03/13/2006	S	12,500	D	\$ 4.02	1,949,595	I	By Partnership (1)
Common Stock	03/13/2006	03/13/2006	S	10,000	D	\$ 4	1,939,595	I	By Partnership (1)
Common Stock	03/13/2006	03/13/2006	S	5,000	D	\$ 4.22	1,934,595	I	By Partnership

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Common Stock 03/13/2006 03/13/2006 S 6,400 D $\frac{(1)}{4.1391}$ 1,928,195 I $\frac{(1)}{(1)}$ Partnership $\frac{(1)}{(1)}$

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	7. Title Amour Underly Securit (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
GOLDFIELD ALAN H							
1851 TURBEVILLE ROAD		X					
DENTON, TX 76205							

Signatures

/s/ Chris Converse as Attorney-In-Fact 03/15/2006

**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) By Gold C-Star, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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