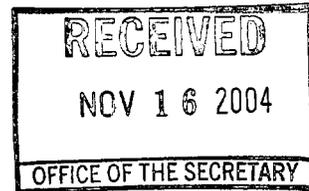


NON-PUBLIC

13F-05 P 2/14/05

FORM 13F



04053791

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

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2004

Check here if Amendment [ ] ; Amendment Number: \_\_\_\_\_

This Amendment (Check only one):

- [ ] is a restatement
[ ] adds new holding entries

Institutional Investment Manager Filing this Report:

Name: Stark Offshore Management, LLC
Address: 3600 South Lake Drive
St. Francis, Wisconsin 53235-3716

CONFIDENTIAL TREATMENT EXPIRES

Form 13F File Number: 28-11007

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Colin M. Lancaster
Title: General Counsel
Phone: (414) 294-7000

PROCESSED

AUG 01 2006

THOMSON FINANCIAL
November 12, 2004
(Date)

Signature, Place and Date of Signing:

[Handwritten Signature]
(Signature)

St. Francis, Wisconsin
(City, State)

Report Type (Check only one):

- [X] 13F HOLDINGS REPORT: (Check here if all holdings of this reporting manager are reported in this report.)
[ ] 13F NOTICE: (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
[ ] 13F COMBINATION REPORT: (Check here if a portion of the holding for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	6
Form 13F Information Table Value Total:	<u>\$ 70,678</u> (thousands)

Information for which the institutional investment manager filing this report is requesting confidential treatment has been omitted and filed separately with the Securities and Exchange Commission.

List of Other Included Managers: None

Form 13F  
Stark Offshore Management, LLC

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8			
Name of Issuer	Title of Class	CUSIP	Value (X\$1000)	SH/PR N	Put/ Call	Investment Discretion	Other Managers	Voting Authority		
								Sole	Shared	None
<b>Risk Arb Holdings</b>										
AT&T WIRELESS SVCS INC*	Common	00209A106	\$13,547	916,550	Shares	Sole		X		
AT&T WIRELESS SVCS INC*	Option	00209A906	\$11,085	750,000		Call	Sole	X		
ANTHEM INC***	Common	03674B104	\$12,550	143,840	Shares	Sole		X		
COX COMMUNICATIONS INC***	Common	224044107	\$17,785	536,816	Shares	Sole		X		
Metro-Goldwyn-Mayer Inc**	Common	591610100	\$1,620	140,000	Shares	Sole		X		
ROUSE CO**	Common	779273101	\$14,092	210,700	Shares	Sole		X		
<b>Risk Arb Totals:</b>			<b>\$70,678</b>							
<b>Total Records:</b>				<b>6</b>						

Confidential Treatment requested as follows:

- \* - Completion 10/31/04
- \*\* - Completion 11/30/04
- \*\*\* - Completion 12/31/04

Original filing for quarter ended 9/30/04