

NON-PUBLIC

CONFIDENTIAL

13F CUN P 2/15/06

FORM 13F

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

FORM 13F COVER PAGE

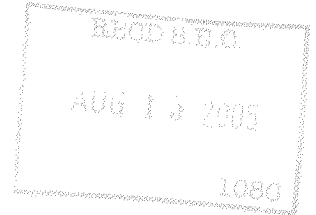
Report for the Calendar Year or Quarter Ended: June 30, 2005

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 EXPIRED

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

Signature, Place and Date of Signing:

/s/ Colin M. Lancaster
(Signature)

St. Francis, Wisconsin
(City, State)

August 12, 2005
(Date)

Report Type (Check only one):

- ☒ 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



09005589

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	13
Form 13F Information Table Value Total:	\$348,984 (thousands)

List of Other Included Managers:	None
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Risk Arb Holdings

Form 13F Stark Offshore Management, LLC									
Column 1	Column 2	Column 3	Column 4	Column 5		Column 6	Column 7	Column 8	
	Title of Class	CUSIP	Value (X\$1000)	Shrs or Prrn Amt	SH/PRN	Put/ Call	Investment Discretion	Other Managers	Voting Authority
									Sole Shared None
Risk Arb Holdings									
AT&T CORP***	Common	001957505	\$357	18,750	SH		Sole		X
BROOKSTONE INC COM*	Common	114537103	\$13,991	741,075	SH		Sole		X
INFOUSA INC NEW COM**	Common	456818301	\$3,491	298,350	SH		Sole		X
KEITH COMPANIES INC COM*	Common	487539108	\$4,674	214,125	SH		Sole		X
MCI COMMUNICATIONS CORP*****	Common	552691107	\$86,343	3,358,350	SH		Sole		X
MEDICIS PHARMACEUTICAL**	Common	584690309	\$1,309	41,250	SH		Sole		X
METALS USA INC COM NEW*	Common	591324207	\$10,458	549,825	SH		Sole		X
NUANCE COMMUNICATIONS INC COM**	Common	669967101	\$628	139,575	SH		Sole		X
ShopKo Stores Inc*	Common	824911101	\$5,470	225,000	SH		Sole		X
Sungard Data Systems*	Common	867363103	\$164,305	4,671,750	SH		Sole		X
Unocal Corp****	Common	915289102	\$25,607	393,650	Shares		Sole		
CABLEVISION SYSTEMS CORP**	Common	12686C109	\$27,169	843,750	SH		Sole		X
VERIZON COMMUNICATIONS INC**	Option	92343V904	\$5,182	150,000		Call	Sole		X
Risk Arb Totals:			\$348,984						
Total Records:			13						

Confidential Treatment Requested:

- * - Until 9/30/2005
- ** - Until 12/31/2005
- *** - Until 3/31/2006

****- Confidential Treatment Previously Granted Until 12/31/2005
 *****- Confidential Treatment Previously Granted Until 3/31/2006

Original filing for quarter ended 6/30/05