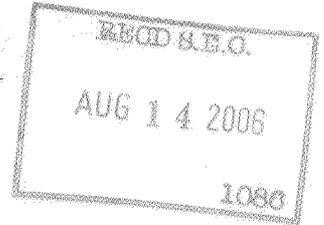


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2006
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: Daniel J. McNally
Title: General Counsel
Phone: (414) 294-7000

Signature, Place and Date of Signing:

Daniel J. McNally
(Signature)

St. Francis, Wisconsin
(City, State)

August 11, 2006
(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



09005604

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	12
Form 13F Information Table Value Total:	\$997,147 (thousands)
List of Other Included Managers:	None

Form 13F
Stark Offshore Management, LLC

Column1: Name of Issuer	Column2: Title of Class	Column3: CUSIP	Column4: Value (X\$1000)	Column5:		Column6: Investment Discretion	Column7: Other Managers	Column8:	
				Shrs or Ptn Amt	SH/PRN			Put/ Call	Voting Authority
Risk Arb Holdings									
Confidential Treatment Requested									
Until 11/14/06									
COMMERCIAL CAPITAL BANCORP, INC.	Common	20162L105	\$27,914	1,772,292	SH	Sole		1,772,292	
Exelon Corp	Common	30161N101	\$149,690	2,634,000	SH	Sole		2,634,000	
Public Service Enterprise Grou	Common	744573106	\$193,275	2,923,094	SH	Sole		2,923,094	
FISHER SCIENTIFIC INTL	Common	338032204	\$33,919	464,320	SH	Sole		464,320	
Kinder Morgan Inc	Common	49455P101	\$80,847	809,360	SH	Sole		809,360	
NCO GROUP INC	Common	628858102	\$43,150	1,631,996	SH	Sole		1,631,996	
Until 2/14/07									
CAPITAL ONE FINANCIAL	Common	14040H105	\$49,561	580,000	SH	Sole		580,000	
LONGVIEW FIBRE CO	Common	543213102	\$3,054	160,000	SH	Sole		160,000	
Until 5/15/07									
KeySpan Corp	Common	49337W100	\$76,128	1,884,360	SH	Sole		1,884,360	
Constellation Energy Group Inc	Common	210371100	\$141,460	2,594,640	SH	Sole		2,594,640	
NORTHWESTERN CORP	Common	668074305	\$24,159	703,326	SH	Sole		703,326	
Univision Communications Inc	Common	914906102	\$173,990	5,193,742	SH	Sole		5,193,742	