

NON-PUBLIC

13FCON P 11/20/03 CONFIDENTIAL

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

Form 13F

Form 13F COVER PAGE

PROD S.E.C.
AUG 16 1999
026



Report for the calendar year or quarter ended: June 30, 1999

Check here if Amendment []; Amendment Number: _____
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Staro Asset Management, L.L.C.
Address: 1500 W. Market Street
Suite 200
Mequon, WI 53092

Form 13F File Number: 28- 5806

CONFIDENTIAL TREATMENT EXPIRES
and
CONFIDENTIAL TREATMENT DENIED

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: Brian J. Stark
Title: Managing General Partner
Phone: (414) 241-1810

PROCESSED
JAN 23 2004
THOMSON FINANCIAL

Signature Place, and Date of Signing:

Brian Stark

Mequon, WI August 13, 1999

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 holdings 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: 159
Form 13F Information Table Value Total: \$937,558
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

None.

Form 13F
STARO ASSET MANAGEMENT

Column 1: Name of Issuer	Column 2: Title of Class	Column 3: CUSIP Number	Column 4: Fair Market Value (X\$1000)	Column 5:			Column 6: Investment Discretion	Column 7: Other Managers	Column 8:	
				Shares of Principal Amount	Shares/ Prn. Amt.	Put/ Call			Voting Authority	None
Aliant Communications Inc.	Common	016090102	\$2,850	61,700	SH		Sole		X	
Amazon.Com Inc.	Common	023135106	\$36,261	289,800	SH		Sole		X	
America Online Inc.	Option	02364J904	\$5,525	500		Call	Sole		X	
Axent Technologies Inc.	Common	05459C108	\$274	24,600	SH		Sole		X	
Astrazeneca PLC	Common	046353108	\$455	11,623	SH		Sole		X	
Base Ten Systems	Common	069779205	\$268	285,700	SH		Sole		X	
Breed Technologies Inc.	Common	106702103	\$444	197,200	SH		Sole		X	
BJ Services Co.	Warrant	055482111	\$3,472	112,900	SH		Sole		X	
Cal Fed	Right	130209703	\$58	48,752	SH		Sole		X	
Coeur D'Alene	Preferred	192108207	\$862	143,670	SH		Sole		X	
Brightpoint Inc.	Common	109473108	\$407	67,200	SH		Sole		X	
Chesapeake Energy Corp.	Preferred	165167305	\$331	14,000	SH		Sole		X	
Clorox Company	Common	189054109	\$812	7,600	SH		Sole		X	
CMG Information Services Inc.	Common	125750109	\$42,933	376,400	SH		Sole		X	
Credence Systems	Debt	225302AC2	\$2,864	3,227	PRN		Sole		X	
Chiquita Brands Intl.	Common	170032106	\$225	25,000	SH		Sole		X	
Cisco Systems Inc.	Option	17275R902	\$6,450	1,000		Call	Sole		X	
Covance Inc.	Option	222816900	\$176	100		Call	Sole		X	
Cymer Inc.	Debt	232572AC1	\$33,337	38,596	PRN		Sole		X	
Duramed Pharmaceuticals Inc.	Option	266354959	\$8,102	5,185		Put	Sole		X	
Echo Bay Mines	Common	278751102	\$57	39,000	SH		Sole		X	
Eastman Kodak Co.	Common	277461109	\$1,863	27,500	SH		Sole		X	
Einstein/Noah Bagel Corp.	Common	282577105	\$301	311,200	SH		Sole		X	
Einstein/Noah Bagel Corp.	Debt	282577AC9	\$987	1,830	PRN		Sole		X	
Federated Dept. Stores	Warrant	31410H127	\$3,185	120,200	SH		Sole		X	
Gillette Company	Common	375766102	\$4,264	104,000	SH		Sole		X	
Genzyme Transgenics Corp.	Common	37246E105	\$525	115,000	SH		Sole		X	
HMT Technology Corp.	Debt	403917AD9	\$3,640	10,254	PRN		Sole		X	
Hexel Corp.	Debt	428291AA6	\$1,395	1,500	PRN		Sole		X	

Res-Care Inc.	Common	760943100	\$796	35,000	SH		Sole		X
Res-Care Inc.	Debt	760943AC4	\$18,401	14,475	PRN		Sole		X
Rouse Co.	Preferred	779273309	\$3,961	102,231	SH		Sole		X
Sinclair Broadcast Group	Preferred	829226505	\$13,318	300,116	SH		Sole		X
Sabratek Corp.	Debt	78571JAA6	\$453	650	PRN		Sole		X
SBS Broadcasting	Debt	805906AA2	\$6,699	6,035	PRN		Sole		X
Sealed Air Corp.	Preferred	81211K209	\$23,773	381,897	SH		Sole		X
Seagate Tech	Option	811804903	\$1,281	500		Call	Sole		X
Silicon Graphics Inc.	Option	827056902	\$4,913	3,000		Call	Sole		X
Silicon Graphics Inc.	Debt	827056AC6	\$8,714	10,016	PRN		Sole		X
Sun Healthcare Group Inc.	Common	866933104	\$212	564,100	SH		Sole		X
Simula Inc.	Debt	829206AB7	\$2,387	2,992	PRN		Sole		X
Softnet Systems	Common	833964109	\$3,716	133,300	SH		Sole		X
Softnet Systems	Option	833964959	\$8,418	3,020		Put	Sole		X
Sensormatic Electronics Corp.	Preferred	817265200	\$777	35,000	SH		Sole		X
Sensormatic Electronics Corp.	Option	817265951	\$1,366	980		Put	Sole		X
Sun Microsystems Inc.	Common	866810104	\$1,212	17,600	SH		Sole		X
Superior Services Inc.	Common	868316100	\$6,672	250,000	SH		Sole		X
Telefonos De Mexico	Debt	879403AD5	\$9,002	8,750	PRN		Sole		X
Trans World Airlines	Common	893349837	\$539	109,204	SH		Sole		X
United International Holdings	Common	910734102	\$18,597	275,000	SH		Sole		X
Seagram Co. Ltd.	Preferred	811850205	\$17,724	357,600	SH		Sole		X
Western Digital Corp.	Debt	958102AH8	\$598	3,520	PRN		Sole		X
Western Gas Resources Inc.	Preferred	958259301	\$289	8,950	SH		Sole		X
WHX Corp.	Preferred	929248201	\$5,130	161,564	SH		Sole		X
WHX Corp.	Preferred	929248300	\$381	12,300	SH		Sole		X
Warner-Lambert Co.	Common	934488107	\$5,204	75,019	SH		Sole		X
Telular Corp.	Common	879701208	\$373	126,950	SH		Sole		X
Xerox Credit Corp.	Option	984121903	\$5,906	1,000		Call	Sole		X
Sheet B Risk Arb Totals:			\$440,156						
AGGREGATE TOTALS:			\$937,558						

Form 13F
STARO ASSET MANAGEMENT

Column 1: Name of Issuer	Column 2: Title of Class	Column 3: CUSIP Number	Column 4: Fair Market Value (X\$1000)	Column 5:		Column 6: Investment Discretion	Column 7: Other Managers	Column 8:	
				Shares or Principal Amount	Shares/Prn. Amt.			Put/Call	Shared
Aqua Alliance Inc.	Common	038367108	\$71	49,700	SH	Sole		X	
Abacus Direct Corp.	Common	002553105	\$240	2,625	SH	Sole		X	
American Bankers Insurance Group	Common	024456105	\$31,625	580,950	SH	Sole		X	
American Bankers Insurance Group	Preferred	024456204	\$2,173	20,000	SH	Sole		X	
Abovenet Communications	Common	003743101	\$2,237	55,500	SH	Sole		X	
Abovenet Communications	Option	003743901	\$1,129	280		Call		X	
Aegon N.V.	Common	007924103	\$15,289	208,000	SH	Sole		X	
Associated Group Inc. - Class B	Common	045651205	\$4,889	75,000	SH	Sole		X	
Atlantic Richfield Co.	Common	048825103	\$6,842	81,875	SH	Sole		X	
Armco, Inc.	Common	042170100	\$166	25,000	SH	Sole		X	
At Home Corp.	Common	045919107	\$18,679	345,956	SH	Sole		X	
At Home Corp.	Debt	045919AA5	\$1,948	2,500	PRN	Sole		X	
At Home Corp.	Option	045919907	\$6,480	1,200		Call		X	
Avnet Inc.	Common	053807103	\$5,813	125,000	SH	Sole		X	
Alza Corp.	Common	022615108	\$4,060	79,800	SH	Sole		X	
Blount International Inc.	Common	095177101	\$682	25,100	SH	Sole		X	
Ballard Medical Products	Common	058566100	\$20,883	888,630	SH	Sole		X	
Chock Full O Nuts Corp.	Common	170268106	\$973	93,200	SH	Sole		X	
Central Sprinkler Corp.	Common	155184104	\$282	10,000	SH	Sole		X	
Charter One	Common	160903100	\$370	13,300	SH	Sole		X	
Case Corporation	Common	14743R103	\$15,083	313,000	SH	Sole		X	
Case Corporation	Option	14743R903	\$6,023	1,250		Call		X	
Datatec Systems Inc.	Common	238128102	\$444	230,138	SH	Sole		X	
Doubleclick Inc.	Common	258609304	\$27,754	302,500	SH	Sole		X	
Doubleclick Inc.	Option	258609954	\$2,294	250		Put		X	
Delta Pine & Land Co.	Common	247357106	\$13,112	416,250	SH	Sole		X	
EMC Corp.	Option	268648902	\$1,155	210		Call		X	
Everen Capital Corp.	Common	299761106	\$7,363	246,450	SH	Sole		X	
Frontier Corp.	Common	35908P105	\$332	5,625	SH	Sole		X	
Global Crossing Ltd.	Common	G3921A100	\$1,073	25,200	SH	Sole		X	
Global Crossing Ltd.	Option	G3921A900	\$1,277	300		Call		X	

