

LASRY MARC
Form 4
March 25, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LASRY MARC

2. Issuer Name **and** Ticker or Trading
Symbol
STERLING CHEMICALS INC
[SCHI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O AVENUE CAPITAL, 399
PARK AVENUE, 6TH FL.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2011

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10022

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (D) Price			
COMMON STOCK	03/23/2011		S	6,000 D \$ 2.5	357,693	I	SEE FOOTNOTES (1) (2) (3)

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LASRY MARC C/O AVENUE CAPITAL 399 PARK AVENUE, 6TH FL. NEW YORK, NY 10022	X

Signatures

/s/ Eric Ross as Attorney-in-Fact for Marc Lasry 03/25/2011

**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).

The shares of Common Stock, par value \$0.01 per share (the "Common Stock") of Sterling Chemicals, Inc. (the "Issuer") the disposition of which is reported in this Form 4 were held directly by Avenue Special Situations Fund V, L.P., a private investment partnership ("Spec V"), Avenue Special Situations Fund IV, L.P., a private investment partnership ("Spec IV") and Avenue-CDP Global Opportunities Fund, (1) L.P. a private investment partnership ("CDP"). Avenue Investments, L.P., a private investment partnership ("Investments"), and Avenue International Master, L.P., a private investment partnership (collectively, with Spec V, Spec IV, CDP and Investments, the "Avenue Entities") also hold shares of Common Stock of the Issuer, but did not dispose of any of such shares of Common Stock in the reported transaction. (See Footnote #2 for continuation.)

The Reporting Person is (i) the Managing Member of Avenue Capital Management II GenPar, LLC, which is the general partner of (2) Avenue Capital Management II, L.P., which is the registered investment adviser to each of the Avenue Entities and (ii) the Managing Member of each of the Managing Members of each of the general partners of the Avenue Entities.

The Reporting Person is deemed to be the indirect beneficial owner of the shares of Common Stock of the Issuer the disposition of which is reported in this Form 4, as well as of the shares of Common Stock of the Issuer reported as beneficially owned following the reported transaction, by reason of his ability to direct the vote and/or disposition of such shares of Common Stock, and his pecuniary interest in (3) such shares of Common Stock (within the meaning of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended) was a fractional interest in such amount. The Reporting Person disclaims beneficial ownership of any and all such amounts in excess of such actual pecuniary interest.

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

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