

CELLSTAR CORP  
Form 8-K  
November 23, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): November 18, 2004

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**CELLSTAR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**0-22972**  
(Commission File Number)

**75-2479727**  
(I.R.S. Employer

Identification No.

**1730 Briercroft Court, Carrollton, Texas 75006**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

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(972) 466-5000

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On November 22, 2004, CellStar Corporation announced that long-time Board member and former Chairman of the Board, James L. ( Rocky ) Johnson, died on Thursday, November 18, 2004. The press release is attached as an Exhibit to this Form 8-K and is incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 CellStar Corporation Press Release dated November 22, 2004.

\* \* \* \* \*

The information furnished in Items 5.02 and 9.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly incorporated by specific itemized reference in such filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CELLSTAR CORPORATION**

Date: November 22, 2004

By: /s/ Elaine Flud Rodriguez  
Name: Elaine Flud Rodriguez  
Title: Senior Vice President and General Counsel

**EXHIBIT INDEX**

<b>Number</b>	<b>Description of Exhibit</b>
99.1	CellStar Corporation Press Release dated November 22, 2004