

Starent Networks, Corp.
Form 3
June 05, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Schoener Anthony P</p> <p>(Last) (First) (Middle)</p> <p>C/O STARENT NETWORKS, CORP.,Â 30 INTERNATIONAL PLACE</p> <p>(Street)</p> <p>TEWKSBURY,Â MAÂ 01876</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/05/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Starent Networks, Corp. [STAR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President of Engineering</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 333,333 | D | Â |
| Common Stock | 200,000 | I | See Footnote ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|------------------------------|--|---|
| | | | Title | | | | |
| Stock Option (Right to Buy) | Â (2) | 01/23/2013 | Common Stock | 30,000 | \$ 0.3 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 07/26/2015 | Common Stock | 180,000 | \$ 1.65 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 09/29/2016 | Common Stock | 83,332 | \$ 1.65 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 04/13/2017 | Common Stock | 26,666 | \$ 8.25 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schoener Anthony P C/O STARENT NETWORKS, CORP. 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876 | Â | Â | Â Vice President of Engineering | Â |

Signatures

/s/ Anthony P. Schoener 06/05/2007

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Represents securities held beneficially by The Anthony P. Schoener Grantor Retained Annuity Trust-2007. Mr. Schoener disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest, if any.
- (2) 12.5% of the option vests on each of 1/23/04, 1/23/05, 7/23/05, 1/23/06, 7/23/06, 1/23/07, 7/23/07 and 7/23/08.
- (3) The option vests 25% on 1/1/06 and the remainder vests in 12 equal quarterly installments beginning on 4/1/06.
- (4) The option vests 25% on 9/29/07 and the remainder vests in 12 equal quarterly installments beginning on 12/29/07.
- (5) The option vests 20% on 1/1/08 and the remainder vests in 16 equal quarterly installments beginning on 4/1/08.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.