

Starent Networks, Corp.

Form 4

August 12, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN KENNETH A

(Last) (First) (Middle)

30 INTERNATIONAL PLACE

(Street)

TEWKSBURY, MA 01876

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Starent Networks, Corp. [STAR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/08/2008 | | M | | 1,500 A \$ 1.65 | 1,500 | D |
| Common Stock | 08/08/2008 | | M | | 500 A \$ 1.65 | 2,000 | D |
| Common Stock | 08/08/2008 | | S | | 1,500 D \$ 13.58 | 500 | D |
| Common Stock | 08/08/2008 | | S | | 500 D \$ 13.59 | 0 | D |
| Common Stock | 08/11/2008 | | M | | 600 A \$ 1.65 | 600 | D |
| | 08/11/2008 | | S | | 600 D | 0 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | | | | | \$ 13.89 | | |
| Common Stock | 08/11/2008 | M | 544 | A | \$ 1.65 | 544 | D |
| Common Stock | 08/11/2008 | S | 544 | D | \$ 13.88 | 0 | D |
| Common Stock | 08/11/2008 | M | 700 | A | \$ 1.65 | 700 | D |
| Common Stock | 08/11/2008 | S | 700 | D | \$ 13.87 | 0 | D |
| Common Stock | 08/11/2008 | M | 1,156 | A | \$ 1.65 | 1,156 | D |
| Common Stock | 08/11/2008 | S | 1,156 | D | \$ 13.86 | 0 | D |

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

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(9-02)

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

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | 08/08/2008 | | M | 1,500 | (1) 04/18/2016 | Common Stock 1,500 |
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | 08/08/2008 | | M | 500 | (1) 04/18/2016 | Common Stock 500 |
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | 08/11/2008 | | M | 600 | (1) 04/18/2016 | Common Stock 600 |

| | | | | | | | | |
|---|---------|------------|---|-------|------------|------------|--------------|-------|
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | 08/11/2008 | M | 544 | <u>(1)</u> | 04/18/2016 | Common Stock | 544 |
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | 08/11/2008 | M | 700 | <u>(1)</u> | 04/18/2016 | Common Stock | 700 |
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | 08/11/2008 | M | 1,156 | <u>(1)</u> | 04/18/2016 | Common Stock | 1,156 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN KENNETH A 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876 | X | | | |

Signatures

By: /s/ Kevin F. Newman, Attorney in Fact For: Kenneth A. Goldman

08/12/2008

 **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).

(1) The option vests 25% on 2/2/07 and the remainder vests in 12 equal quarterly installments beginning on 5/2/07.

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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