

Sirota Gennady H
Form 4
July 30, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sirota Gennady H

(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)
07/28/2009

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)

V.P. Product Management

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 | | |
| Common Stock | 07/28/2009 | | S ⁽¹⁾ | | 41,917 | D | Indirect Beneficial Ownership |
| | | | | | | | |
| Common Stock | 07/28/2009 | | M ⁽¹⁾ | | 1,382 | A | Direct (D) Ownership |
| Common Stock | 07/28/2009 | | S ⁽¹⁾ | | 1,382 | D | Indirect Beneficial Ownership |
| Common Stock | 07/28/2009 | | M ⁽¹⁾ | | 19,508 | A | Direct (D) Ownership |
| Common Stock ⁽³⁾ | 07/28/2009 | | S ⁽¹⁾ | | 19,508 | D | Indirect Beneficial Ownership |

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| | | | | | | | |
|-----------------------------|------------|-------------------------|---------|---|---------------------------|---------|---|
| Common Stock | 07/28/2009 | <u>M</u> ⁽¹⁾ | 6,516 | A | \$ 8.25 | 16,188 | D |
| Common Stock ⁽³⁾ | 07/28/2009 | <u>S</u> ⁽¹⁾ | 6,516 | D | \$ 22.52 <u>(5)</u> | 9,672 | D |
| Common Stock | 07/28/2009 | <u>M</u> ⁽¹⁾ | 140,492 | A | \$ 1.65 | 150,164 | D |
| Common Stock | 07/28/2009 | <u>S</u> ⁽¹⁾ | 140,492 | D | \$ 22.68 <u>(6)</u> | 9,672 | D |
| Common Stock | 07/28/2009 | <u>M</u> ⁽¹⁾ | 19,508 | A | \$ 1.65 | 29,180 | D |
| Common Stock ⁽³⁾ | 07/28/2009 | <u>S</u> ⁽¹⁾ | 19,508 | D | \$ 22.92 <u>(7)</u> | 9,672 | D |

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 displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4) | Amount of Underlying Security | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
| Incentive Stock Option (right to buy) | \$ 1.65 | 07/28/2009 | | <u>M</u> ⁽¹⁾ | 140,492 | <u>(8)</u> | 07/26/2015 | Common Stock | 14 |
| Incentive Stock Option (right to buy) | \$ 1.65 | 07/28/2009 | | <u>M</u> ⁽¹⁾ | 19,508 | <u>(9)</u> | 09/29/2016 | Common Stock | 19 |
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | 07/28/2009 | | <u>M</u> ⁽¹⁾ | 19,508 | <u>(8)</u> | 07/26/2015 | Common Stock | 19 |
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | 07/28/2009 | | <u>M</u> ⁽¹⁾ | 1,382 | <u>(9)</u> | 09/29/2016 | Common Stock | 1 |

Non-Qualified
Stock Option
(right to buy)

\$ 8.25

07/28/2009

M⁽¹⁾

6,516

(10)

04/13/2017

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sirota Gennady H 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876 | | | V.P. Product Management | |

Signatures

By: /s/Jonathan M. Moulton, Attorney in Fact For: Gennady H.
Sirota

07/30/2009

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) Transaction made pursuant to 10(b)5-1 plan.

(2) This transaction was executed in multiple trades at prices ranging from \$22.95 to \$23.47. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) Each restricted stock unit represents the right to receive one share of STAR common stock.

(4) This transaction was executed in multiple trades at prices ranging from \$22.40 to \$22.52. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$22.52 to \$22.53. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) This transaction was executed in multiple trades at prices ranging from \$22.53 to \$22.89. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(7) This transaction was executed in multiple trades at prices ranging from \$22.89 to \$22.95. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(8) The option vests 25% on 1/1/06 and the remainder vests in 12 equal quarterly installments beginning on 4/1/06.

(9) The option vests 25% on 9/29/07 and the remainder vests in 12 equal quarterly installments beginning on 12/29/07.

(10) The option vests 20% on 1/1/08 and the remainder vests in 16 equal quarterly installments beginning on 4/1/08.

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