

DESCH MATTHEW J
Form 4
November 09, 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 *
DESCH MATTHEW J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 INTERNATIONAL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2009

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

TEWKSBURY, MA 01876
(City) (State) (Zip)

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

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 or Price | | |
| Common Stock | 11/05/2009 | | M ⁽¹⁾ | | 4,167 A \$ 1.65 | 5,914 | D |
| Common Stock | 11/05/2009 | | S ⁽¹⁾ | | 4,167 D \$ 33.84 | 1,747 | D |
| Common Stock | 11/05/2009 | | M ⁽¹⁾ | | 874 A \$ 16.55 | 2,621 | D |
| Common Stock | 11/05/2009 | | S ⁽¹⁾ | | 874 D \$ 33.84 | 1,747 | D |
| Common Stock | 11/05/2009 | | M ⁽¹⁾ | | 5,000 A \$ 15.59 | 6,747 | D |
| | 11/05/2009 | | S ⁽¹⁾ | | 5,000 D | 1,747 | D |

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Common Stock \$ 33.84

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

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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)

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | 11/05/2009 | | M ⁽¹⁾ | 4,167 | ⁽²⁾ 06/15/2016 | Common Stock | 4,167 |
| Non-Qualified Stock Option (right to buy) | \$ 15.59 | 11/05/2009 | | M ⁽¹⁾ | 5,000 | ⁽³⁾ 05/22/2018 | Common Stock | 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 16.55 | 11/05/2009 | | M ⁽¹⁾ | 874 | ⁽³⁾ 06/21/2017 | Common Stock | 874 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DESCH MATTHEW J 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876 | | | X | |

Signatures

/s/ Matthew J. Desch 11/09/2009

**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) The option vests 25% on 6/15/07 and the remainder vests in 12 equal quarterly installments beginning on 9/15/07.

The option vests over five years, with 20% of the shares underlying the option vesting on the first anniversary of the date of grant, and an

(3) additional 5% of the shares underlying the option vesting each three months thereafter, subject to Mr. Desch's continued service as a director.

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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