

Starent Networks, Corp.
Form 4
August 06, 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 *
DAHOD ASHRAF

(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)
04/01/2009

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)
President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/01/2009 | | J | | 1,292 (1) | A | \$ 0 1,416,960 D |
| Common Stock | 05/26/2009 | | J | | 1,304 (1) | A | \$ 0 1,448,264 D |
| Common Stock | 08/04/2009 | | S(2) | | 5,527 | D | \$ 23.45 1,442,737 D (3) |
| Common Stock | 08/05/2009 | | S(2) | | 5,527 | D | \$ 23.06 1,437,210 D (4) |
| | 08/04/2009 | | S(2) | | 1,139 | D | 4,721,376 I |

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|--------------|------------|--|------|--------|--------------------|--------------|-----------|---|------------------------|
| Common Stock | | | | | \$ 24.45 (3) | | | | See Footnote (5) |
| Common Stock | 08/04/2009 | | S(2) | 11,667 | D | 23.45 (3) | 4,709,709 | I | See Footnote (5) |
| Common Stock | 08/05/2009 | | S(2) | 11,665 | D | 23.06 (4) | 4,698,044 | I | See Footnote (6) |
| Common Stock | 08/05/2009 | | S(2) | 1,140 | D | 23.06 (4) | 4,696,904 | I | See Footnote (6) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAHOD ASHRAF 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876 | X | | President & CEO | |

Signatures

By: /s/Jonathan M. Moulton, Attorney in Fact For: Ashraf Dahod

08/06/2009

__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) Represents shares received pursuant to a pro rata distribution of shares from NorthBridge Venture Partners IV-A LP to its limited partners for no consideration.
- (2) Transaction made pursuant to 10(b)5-1 plan.
This transaction was executed in multiple trades at prices ranging from \$22.96 to \$23.70. 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) This transaction was executed in multiple trades at prices ranging from \$22.77 to \$23.57. 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.
- (4) Represents 4,403,649 securities beneficially held by Nooril-Iman, LP. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any. Represents 283,048 shares of common stock held by Mr. Dahod's wife, Shamin Dahod, which were previously included as direct ownership Represents 23,012 securities beneficially held by Nooril-Iman Management, LLC. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.
- (5) Represents 4,391,984 securities beneficially held by Nooril-Iman, LP. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any. Represents 281,908 shares of common stock held by Mr. Dahod's wife, Shamin Dahod, which were previously included as direct ownership Represents 23,012 securities beneficially held by Nooril-Iman Management, LLC. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.
- (6)

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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