

DESCH MATTHEW J

Form 4

November 09, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DESCH MATTHEW J

(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)

11/05/2009

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)

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	(A) or (D)	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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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
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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