

Maupile Thierry
Form 4
December 22, 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 *
Maupile Thierry

(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)
12/18/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
V.P. Global Mktg & Bus. Devl.

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 ⁽¹⁾ | 12/18/2009 | | A | | 20,000 | A | \$ 0 |
| Common Stock | 12/18/2009 | | D | | 66,338 | D | ⁽²⁾ ₍₃₎ |

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

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| NQSO | \$ 5.13 | 12/18/2009 | | D | 137,356 | <u>(4)</u> | 01/10/2017 | Common Stock | 137,356 |
| ISO | \$ 5.13 | 12/18/2009 | | D | 62,644 | <u>(5)</u> | 01/10/2017 | Common Stock | 62,644 |
| NQSO | \$ 12.97 | 12/18/2009 | | D | 70,000 | <u>(6)</u> | 03/19/2018 | Common Stock | 70,000 |
| NQSO | \$ 16.11 | 12/18/2009 | | D | 31,420 | <u>(7)</u> | 04/17/2019 | Common Stock | 31,420 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Maupile Thierry
30 INTERNATIONAL PLACE
TEWKSBURY, MA 01876

V.P. Global Mktg & Bus. Devl.

Signatures

/s/ Paul J. Milbury,
Attorney-in-Fact

12/22/2009

__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) Grant of restricted stock unit award, each restricted stock unit representing the right to receive one share of issuer's common stock. These restricted stock units vest over four years, with 25% of the underlying shares vesting on each anniversary of the grant date.

36,666 shares of common stock were disposed of pursuant to the merger agreement between issuer and Cisco Systems, Inc. ("Cisco") in exchange for a cash payment of \$1,283,310 (\$35.00 per share) on the effective date of the merger. Two restricted stock unit awards for an

(2) aggregate of 29,672 were disposed of pursuant to the merger agreement between issuer and Cisco in exchange for two restricted stock unit awards for an aggregate of 43,493 shares of Cisco's common stock, which had a closing sales price as quoted on the NASDAQ Global Select Market of \$23.33 per share on effective date of the merger. (Continued in Footnote 3).

(3) The restricted stock unit award for 29,316 shares of Cisco's common stock vests over four years, 25% on December 18, 2010 and an additional 25% each year thereafter, subject to the reporting person's continued service to the issuer or Cisco. The restricted stock unit award for 14,177 shares of Cisco's common stock vests over four years, 25% on April 17, 2010 and an additional 25% each year thereafter, subject to the reporting person's continued service to the issuer or Cisco.

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(4) This option, which provided for vesting as to 25% of the underlying shares on January 1, 2008 and as to an additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 201,342 shares of Cisco common stock for \$3.50 per share.

(5) This option, which provided for vesting as to 25% of the underlying shares on January 1, 2008 and as to an additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 91,826 shares of Cisco common stock for \$3.50 per share.

(6) This option, which provided for vesting as to 25% of the underlying shares on March 19, 2009 and an as to additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 102,609 shares of Cisco common stock for \$8.85 per share.

(7) This option, which provided for vesting as to 25% of the underlying shares on April 17, 2010 and an as to additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 46,056 shares of Cisco common stock for \$10.99 per share.

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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