Starent Networks, Corp.
Form 3
June 05, 2007

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â DAHOD ASHRAF
(Last) (First) (Middle)

C/O STARENT NETWORKS, CORP.,Â 30 INTERNATIONAL PLACE
(Street)

TEWKSBURY,Â MAÂ 01876
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/05/2007

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
President & CEO

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

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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,149,855 (1)	D	Â
Common Stock	23,012 (2)	I	See Footnote (3)
Common Stock	5,098,649 (4)	I	See Footnote (5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	Â (6)	07/26/2010	Common Stock	466,666	$ 1.82	D	Â
Stock Option (Right to Buy)	Â (7)	09/29/2016	Common Stock	466,666	$ 1.65	D	Â
Stock Option (Right to Buy)	Â (8)	04/13/2017	Common Stock	100,000	$ 8.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAHOD ASHRAF C/O STARENT NETWORKS, CORP. 30 INTERNATIONAL PLACE TEWKSBURY,Â MAÂ 01876	Â X	Â X	Â President & CEO	Â

Signatures

/s/ Ashraf M. Dahod	06/05/2007
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 668,374 shares of common stock issued upon the automatic conversion of shares of Series D Convertible Preferred Stock of Starent Networks, Corp. upon the effectiveness of the Registration Statement on Form S-1 relating to Starent Network, Corp.'s initial public offering.

(2) Consists of shares of common stock issued upon the automatic conversion of shares of Series C Convertible Preferred Stock of Starent Networks, Corp. upon the effectiveness of the Registration Statement on Form S-1 relating to Starent Network, Corp.'s initial public offering.

(3) Represents 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.

(4) Consists of shares of common stock issued upon the automatic conversion of shares of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series C Convertible Preferred Stock of Starent Networks, Corp. upon the effectiveness of the Registration Statement on Form S-1 relating to Starent Network, Corp.'s initial public offering.

(5) Represents securities beneficially held by Nooril-Iman, LP. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.

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

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

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

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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