

Kathuria Vijay
Form 4
December 22, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Kathuria Vijay

(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
 Officer (give title below) _____ Other (specify below)
V.P. & G.M. India

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/18/2009 | | D | 34,634 D | 0 | D | |

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)

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| 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 | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| NQSO | \$ 0.3 | 12/18/2009 | | D | | (2) | 01/23/2013 | Common Stock | 26,666 |
| NQSO | \$ 0.3 | 12/18/2009 | | D | | (3) | 02/14/2014 | Common Stock | 20,000 |
| NQSO | \$ 1.65 | 12/19/2009 | | D | | (4) | 07/26/2015 | Common Stock | 5,018 |
| ISO | \$ 1.65 | 12/19/2009 | | D | | (5) | 07/26/2015 | Common Stock | 105,981 |
| NQSO | \$ 8.25 | 12/19/2009 | | D | | (6) | 04/13/2017 | Common Stock | 24,224 |
| ISO | \$ 8.25 | 12/19/2009 | | D | | (7) | 04/13/2017 | Common Stock | 42,442 |
| NQSO | \$ 12.97 | 12/19/2009 | | D | | (8) | 03/19/2018 | Common Stock | 75,000 |
| NQSO | \$ 16.11 | 12/19/2009 | | D | | (9) | 04/17/2019 | Common Stock | 50,788 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kathuria Vijay 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876 | | | V.P. & G.M. India | |

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) 19,000 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 \$665,000 (\$35.00 per share) on the effective date of the merger. A restricted stock unit award for 15,634 shares of common stock was disposed of pursuant to the merger agreement between issuer and Cisco in exchange for a restricted stock

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unit award for 22,917 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.

- (2) This fully vested option was assumed by Cisco in the merger and replaced with an option to purchase 39,088 shares of Cisco common stock for \$0.21 per share.
- (3) This fully vested option was assumed by Cisco in the merger and replaced with an option to purchase 29,316 shares of Cisco common stock for \$0.21 per share.
- (4) This fully vested option was assumed by Cisco in the merger and replaced with an option to purchase 7,355 shares of Cisco common stock for \$1.13 per share.
- (5) This fully vested option was assumed by Cisco in the merger and replaced with an option to purchase 155,351 shares of Cisco common stock for \$1.13 per share.

- (6) This option, which provided for vesting as to 20% of the underlying shares on January 1, 2009 and as to an additional 5% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 35,508 shares of Cisco common stock for \$5.63 per share, the vested portion of which will be subject to revesting over two years in equal installments on each of the 24 monthly anniversaries of the merger.

- (7) This option, which provided for vesting as to 20% of the underlying shares on January 1, 2009 and as to an additional 5% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 62,213 shares of Cisco common stock for \$5.63 per share, 7631 vested shares of which will be subject to revesting over two years in equal installments on each of the 24 monthly anniversaries of the merger.

- (8) This option, which provided for vesting as to 25% of the underlying shares on March 19, 2009 and as to an additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 109,938 shares of Cisco common stock for \$8.85 per share, the vested portion of which will be subject to revesting over two years in equal installments on each of the 24 monthly anniversaries of the merger.

- (9) This option, which provided for vesting as to 25% of the underlying shares on April 17, 2010 and as to an additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 74,447 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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