

Sirota Gennady H  
Form 4  
December 22, 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sirota Gennady H

(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 \_\_\_\_ Other (specify  
below) below)

V.P. Product Management

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock <sup>(1)</sup>	12/18/2009		A	17,142 A \$ 0	26,814	D	
Common Stock	12/18/2009		D	26,814 D <u>(2)</u> 0		D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: Sirota Gennady H - Form 4

**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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ISO	\$ 0.3	12/18/2009		D		7,500		(3)	01/23/2013	Common Stock	7,500
ISO	\$ 1.65	12/18/2009		D		20,000		(4)	07/26/2015	Common Stock	20,000
ISO	\$ 1.65	12/18/2009		D		12,500		(5)	09/29/2016	Common Stock	12,500
ISO	\$ 8.25	12/18/2009		D		9,001		(6)	04/13/2017	Common Stock	9,001
NQSO	\$ 12.97	12/18/2009		D		70,000		(7)	03/19/2018	Common Stock	70,000
NQSO	\$ 16.11	12/18/2009		D		31,420		(8)	04/17/2019	Common Stock	31,420

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sirota Gennady H 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876	V.P. Product Management

## 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.

(2)

## Edgar Filing: Sirota Gennady H - Form 4

Disposed of pursuant to the merger agreement between issuer and Cisco Systems, Inc. ("Cisco") in exchange for two restricted stock unit awards for an aggregate of 39,304 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. The restricted stock unit award for 25,127 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.

(3) This fully vested option was assumed by Cisco in the merger and replaced with an option to purchase 10,993 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 29,316 shares of Cisco common stock for \$1.13 per share.

This option, which provided for vesting as to 25% of the underlying shares on September 29, 2007 and as to an additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 18,323 shares of Cisco common stock for \$1.13 per share.

(5) This option, which provided for vesting as to 20% of the underlying shares on January 1, 2008 and as to an additional 5% of the underlying shares each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 13,194 shares of Cisco common stock for \$5.63 per share.

(6) 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 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 as to an 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.