Starent Networks, Corp. Form 4 May 27, 2008

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

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(b).

(Last)

(City)

1. Name and Address of Reporting Person *

GOLDMAN KENNETH A

(First)

(Middle)

30 INTERNATIONAL PLACE

(Street)

Symbol Starent Networks, Corp. [STAR]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year) 05/22/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Other (specify Officer (give title below)

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

TEWKSBURY, MA 01876

1.Title of 2. Transaction Date 2A. Deemed

(State)

Security (Instr. 3)

(Zip)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

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

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially Owned Following

(D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

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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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amour 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Securit Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Month/Day/Year) (Instr. 3) Price of (Instr. 8) Acquired (A)

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Derivative or Disposed of Security (D)
(Instr. 3, 4,

and 5)

Code V (A) (D) Date Expiration

Exercisable

Expiration Title
Date

Amo

or Num of Sh

Non-Qualified

Stock Option \$ 15.59 05/22/2008 A 20,000 (right to buy)

A 20,000 (1) 05/22/2018 Common Stock 20,000 (1) 05/22/2018

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOLDMAN KENNETH A
30 INTERNATIONAL PLACE X
TEWKSBURY, MA 01876

Signatures

By: /s/ Kevin F. Newman, Attorney in Fact For: Kenneth A.
Goldman

05/27/2008

**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).

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 additional 5% of the shares underlying the option vesting each three months thereaafter, subject to Mr. Goldman'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. 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.

Reporting Owners 2