

GOLDMAN KENNETH A
 Form 4
 February 24, 2009

FORM 4

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

OMB APPROVAL

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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 *
GOLDMAN KENNETH A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 INTERNATIONAL PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2009

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

TEWKSBURY, MA 01876

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price			
Common Stock	02/20/2009		M		100	A	\$ 1.65 100	D
Common Stock	02/20/2009		S		100	D	\$ 14.39 0	D
Common Stock	02/20/2009		M		400	A	\$ 1.65 400	D
Common Stock	02/20/2009		S		400	D	\$ 14.2 0	D
Common Stock	02/20/2009		M		100	A	\$ 1.65 100	D
	02/20/2009		S		100	D	0	D

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Common Stock						\$ 14.39		
Common Stock	02/20/2009		M	600	A	\$ 1.65	600	D
Common Stock	02/20/2009		S	600	D	\$ 14.17	0	D
Common Stock	02/20/2009		M	1,300	A	\$ 1.65	1,300	D
Common Stock	02/20/2009		S	1,300	D	\$ 14.16	0	D
Common Stock	02/20/2009		M	2,500	A	\$ 1.65	2,500	D
Common Stock	02/20/2009		S	2,500	D	\$ 14.35	0	D

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 1.65	02/20/2009		M	100	<u>(1)</u> 04/18/2016	Common Stock	100	
Non-Qualified Stock Option (right to buy)	\$ 1.65	02/20/2009		M	400	<u>(1)</u> 04/18/2016	Common Stock	400	
Non-Qualified Stock Option (right to buy)	\$ 1.65	02/20/2009		M	100	<u>(1)</u> 04/18/2016	Common Stock	100	

Non-Qualified Stock Option (right to buy)	\$ 1.65	02/20/2009	M	600	<u>(1)</u>	04/18/2016	Common Stock	600
Non-Qualified Stock Option (right to buy)	\$ 1.65	02/20/2009	M	1,300	<u>(1)</u>	04/18/2016	Common Stock	1,300
Non-Qualified Stock Option (right to buy)	\$ 1.65	02/20/2009	M	2,500	<u>(1)</u>	04/18/2016	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN KENNETH A 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876		X		

Signatures

By: /s/ Jonathan M. Moulton Attorney in Fact For: Kenneth A.
Goldman

02/24/2009

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) The option vests 25% on 2/2/07 and the remainder vests in 12 equal quarterly installments beginning on 5/2/07.

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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