

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 Kathuria Vijay
(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)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
V.P. & G.M., India

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

141,666

D

Â

Common Stock

133,333

I

See Footnote ⁽¹⁾

Common Stock

11,666

I

See Footnote ⁽²⁾

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

SEC 1473 (7-02)

**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.**

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		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 <u>(3)</u>	01/23/2013	Common Stock	26,666	\$ 0.3	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	02/14/2014	Common Stock	200,000	\$ 0.3	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	07/26/2015	Common Stock	129,999	\$ 1.65	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	04/13/2017	Common Stock	66,666	\$ 8.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kathuria Vijay C/O STARENT NETWORKS, CORP. 30 INTERNATIONAL PLACE TEWKSBURY,Â MAÂ 01876	Â	Â	Â V.P. & G.M., India	Â

Signatures

/s/ Vijay
Kathuria

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) Represents shares of common stock held by The Vijay K. Kathuria Grantor Retained Annuity Trust-2007. Mr. Kathuria disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any.
- (2) Represents shares of common stock held by Mr. Kathuria's wife, Sangeeta Kathuria. Mr. Kathuria disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any.
- (3) 12.5% of the option vests on each of 1/23/04, 1/23/05, 7/23/05, 1/23/06, 7/23/06, 1/23/07, 7/23/07 and 7/23/08.
- (4) The option vests 25% on 9/1/01 and the remainder vests in 12 equal quarterly installments beginning on 12/1/01.
- (5) The option vests 25% on 1/1/06 and the remainder vests in 12 equal quarterly installments beginning on 4/1/06.
- (6) 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. 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.