

BARROWS TIMOTHY A

Form 4

February 11, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARROWS TIMOTHY A

(Last) (First) (Middle)

**C/O MATRIX PARTNERS, 1000
WINTER STREET, SUITE 4500**

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Starent Networks, Corp. [STAR]

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

02/09/2009

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)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2009		J ⁽¹⁾		1,487,500	D	\$ 0	3,297,920	I	See Footnote ⁽²⁾
Common Stock	02/09/2009		J ⁽³⁾		484,583	D	\$ 0	1,120,863	I	See Footnote ⁽⁴⁾
Common Stock	02/09/2009		J ⁽⁵⁾		149,918	D	\$ 0	397,472	I	See Footnote ⁽⁶⁾
Common Stock	02/09/2009		J ⁽⁷⁾		350,000	D	\$ 0	775,977	I	See Footnote

(8)

Common Stock 02/09/2009 J⁽⁹⁾ 47,151 A \$ 0 204,822 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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARROWS TIMOTHY A C/O MATRIX PARTNERS 1000 WINTER STREET, SUITE 4500 WALTHAM, MA 02451	X

Signatures

/s/ Timothy A. Barrows 02/11/2009

**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) Distribution of shares by Matrix Partners VI, L.P. for no consideration.

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(2) Represents securities held by Matrix Partners VI, LP. Matrix VI Management Co., L.L.C. ("Matrix VI LLC") is the general partner of Matrix Partners VI, L.P. Timothy Barrows, as a Managing Member of Matrix VI LLC, has sole voting and dispositive power with respect to the shares held by those entities. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(3) Distribution of shares by Matrix VI Parallel Partnership-A, L.P. for no consideration.

(4) Represents securities held by Matrix VI Parallel Partnership-A, L.P. Matrix VI LLC is the general partner of Matrix VI Parallel Partnership-A, L.P. Timothy Barrows, as a Managing Member of Matrix VI LLC, has sole voting and dispositive power with respect to the shares held by those entities. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(5) Distribution of shares by Matrix VI Parallel Partnership-B, L.P. for no consideration.

(6) Represents securities held by Matrix VI Parallel Partnership-B, L.P. Matrix VI LLC is the general partner of Matrix VI Parallel Partnership-B, L.P. Timothy Barrows, as a Managing Member of Matrix VI LLC, has sole voting and dispositive power with respect to the shares held by those entities. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(7) Re-registration of shares by Weston & Co. VI LLC for no consideration.

(8) Represents securities held by Weston & Co. VI LLC. Mr. Barrows is authorized by the sole member of Weston & Co. VI LLC to take any action as directed by the underlying beneficial owners with respect to the shares held by this entity. Mr. Barrows disclaims beneficial ownership of such shares, except for those shares held by Weston & Co. VI LLC as nominee for him personally. Mr. Barrows has sole voting and/or investment control over only said shares held by Weston & Co. VI LLC as nominee for him personally. Mr. Barrows does not have sole or shared voting and/or investment control with respect to the other shares held by Weston & Co. VI LLC.

(9) Change from indirect to direct ownership upon a distribution of shares by Matrix Partners VI, L.P., Matrix VI Parallel Partnership-A, L.P. and Matrix VI Parallel Partnership-B, L.P. and a re-registration of shares by Weston & Co. VI LLC, which shares were previously reported as beneficially owned by Mr. Barrows.

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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