

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
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(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	12/18/2009		A		17,142	A	\$ 0
Common Stock	12/18/2009		D		26,814	D	0

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

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SEC 1474
(9-02)

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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 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		<u>(3)</u>	01/23/2013	Common Stock	7,500
ISO	\$ 1.65	12/18/2009		D		20,000		<u>(4)</u>	07/26/2015	Common Stock	20,000
ISO	\$ 1.65	12/18/2009		D		12,500		<u>(5)</u>	09/29/2016	Common Stock	12,500
ISO	\$ 8.25	12/18/2009		D		9,001		<u>(6)</u>	04/13/2017	Common Stock	9,001
NQSO	\$ 12.97	12/18/2009		D		70,000		<u>(7)</u>	03/19/2018	Common Stock	70,000
NQSO	\$ 16.11	12/18/2009		D		31,420		<u>(8)</u>	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)

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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.

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