BARROWS TIMOTHY A
Form 4
December 22, 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 *
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)
12/18/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	12/18/2009		D		255,600	D	(1)	0	D	
Common Stock	12/18/2009		D		1,750,920	D	(2)	0	I	See Footnote (3)
Common Stock	12/18/2009		D		596,264	D	(4)	0	I	See Footnote (5)
Common Stock	12/18/2009		D		241,558	D	(6)	0	I	See Footnote (7)

Common Stock	12/18/2009		D	411,977	D	(8)	0	I	See Footnote (9)

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

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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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQSO	$ 16.55	12/18/2009		D			7,068	(10)	06/21/2017	Common Stock	7,068	
NQSO	$ 15.59	12/18/2009		D			20,000	(11)	05/22/2018	Common Stock	20,000	
NQSO	$ 19.07	12/18/2009		D			6,583	(12)	05/21/2019	Common Stock	6,583	

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	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)	Disposed of pursuant to the merger agreement between issuer and Cisco Systems, Inc. in exchange for a cash payment of $8,946,000 ($35.00 per share) on the effective date of the merger.
(2)	Disposed of pursuant to the merger agreement in exchange for a cash payment of $61,282,200 ($35.00 per share) on the effective date of the merger.
(3)	Represents securities owned solely 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 dispostive 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.
(4)	Disposed of pursuant to the merger agreement in exchange for a cash payment of $20,869,240 ($35.00 per share) on the effective date of the merger.
(5)	Represents securities owned solely 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 dispostive 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.
(6)	Disposed of pursuant to the merger agreement in exchange for a cash payment of $8,454,530 ($35.00 per share) on the effective date of the merger.
(7)	Represents securities owned solely 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 dispostive 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.
(8)	Disposed of pursuant to the merger agreement in exchange for a cash payment of $14,419,195 ($35.00 per share) on the effective date of the merger.
(9)	Represents securities owned solely by Weston & Co. VI LLC, which is a nominee for certain beneficial owners. 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.
(10)	This option, which provided for vesting as to 20% of the underlying shares on June 21, 2008 and as to an additional 5% each quarter thereafter, was canceled in the merger in exchange for a cash payment of $130,404.60, representing the difference between the exercise price of the option and the market value of the underlying common stock on the effective date of the merger ($35.00 per share).
(11)	This option, which provided for vesting as to 20% of the underlying shares on May 22, 2009 and as to an additional 5% each quarter thereafter, was canceled in the merger in exchange for a cash payment of $388,200, representing the difference between the exercise price of the option and the market value of the underlying common stock on the effective date of the merger ($35.00 per share).
(12)	This option, which provided for vesting as to 100% of the underlying shares on May 21, 2010, was canceled in the merger in exchange for a cash payment of $104,867.19, representing the difference between the exercise price of the option and the market value of the underlying common stock on the effective date of the merger ($35.00 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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