

Starent Networks, Corp.  
Form 4  
September 10, 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 \*  
DAHOD ASHRAF

(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)  
09/08/2009

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)

President & CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 09/08/2009                              |                                                             | S <sup>(1)</sup>                     | V Amount (A) or (D) Price<br>4,311 D \$ 23.1<br>(2)                     | 1,379,877                                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/08/2009                              |                                                             | S <sup>(1)</sup>                     | 1,216 D \$<br>24.13<br>(3)                                              | 1,378,661                                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/08/2009                              |                                                             | S <sup>(1)</sup>                     | 1,741 D \$<br>23.09<br>(4)                                              | 1,376,920                                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/08/2009                              |                                                             | S <sup>(1)</sup>                     | 508 D \$<br>24.13<br>(5)                                                | 1,376,412                                                                                                          | D                                                                    |                                                                   |

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|              |            |             |        |   |                 |           |   |                   |
|--------------|------------|-------------|--------|---|-----------------|-----------|---|-------------------|
| Common Stock | 09/09/2009 | <u>S(1)</u> | 5,311  | D | \$ 25.11        | 1,371,101 | D |                   |
| Common Stock | 09/09/2009 | <u>S(1)</u> | 216    | D | \$ 25.53<br>(6) | 1,370,885 | D |                   |
| Common Stock | 09/08/2009 | <u>S(1)</u> | 9,100  | D | \$ 23.1<br>(2)  | 4,564,953 | I | See Footnote (7)  |
| Common Stock | 09/08/2009 | <u>S(1)</u> | 889    | D | \$ 23.1<br>(2)  | 4,564,064 | I | See Footnote (7)  |
| Common Stock | 09/08/2009 | <u>S(1)</u> | 2,567  | D | \$ 24.13<br>(3) | 4,561,497 | I | See Footnote (7)  |
| Common Stock | 09/08/2009 | <u>S(1)</u> | 250    | D | \$ 24.13<br>(3) | 4,561,247 | I | See Footnote (7)  |
| Common Stock | 09/08/2009 | <u>S(1)</u> | 3,675  | D | \$ 23.1<br>(4)  | 4,557,572 | I | See Footnote (8)  |
| Common Stock | 09/08/2009 | <u>S(1)</u> | 1,072  | D | \$ 24.13<br>(5) | 4,556,500 | I | See Footnote (8)  |
| Common Stock | 09/08/2009 | <u>S(1)</u> | 359    | D | \$ 23.09<br>(4) | 4,556,141 | I | See Footnote (8)  |
| Common Stock | 09/08/2009 | <u>S(1)</u> | 105    | D | \$ 24.13<br>(5) | 4,556,036 | I | See Footnote (8)  |
| Common Stock | 09/09/2009 | <u>S(1)</u> | 11,212 | D | \$ 25.11<br>(9) | 4,544,824 | I | See Footnote (10) |
| Common Stock | 09/09/2009 | <u>S(1)</u> | 455    | D | \$ 25.53<br>(6) | 4,544,369 | I | See Footnote (10) |
| Common Stock | 09/09/2009 | <u>S(1)</u> | 1,095  | D | \$ 25.11<br>(9) | 4,543,274 | I | See Footnote (10) |
| Common Stock | 09/09/2009 | <u>S(1)</u> | 44     | D | \$ 25.53<br>(6) | 4,543,230 | I | See Footnote (10) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                               |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                    |       |
|---------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                               | Director      | 10% Owner | Officer            | Other |
| DAHOD ASHRAF<br>30 INTERNATIONAL PLACE<br>TEWKSBURY, MA 01876 | X             |           | President<br>& CEO |       |

## Signatures

By: /s/Jonathan M. Moulton, Attorney in Fact For: Ashraf  
Dahod

09/10/2009

\_\_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) Transaction made pursuant to 10(b)5-1 plan.

(2) This transaction was executed in multiple trades at prices ranging from \$22.79 to \$23.79. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades at prices ranging from \$23.83 to \$24.54. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$22.80 to \$23.78. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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- (5) This transaction was executed in multiple trades at prices ranging from \$23.81 to \$24.54. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$25.43 to \$25.64. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (7) Represents 4,268,400 securities beneficially held by Nooril-Iman, LP. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any. Represents 269,835 shares of common stock held by Mr. Dahod's wife, Shamin Dahod, which were previously included as direct ownership Represents 23,012 securities beneficially held by Nooril-Iman Management, LLC. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.
- (8) Represents 4,263,653 securities beneficially held by Nooril-Iman, LP. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any. Represents 269,371 shares of common stock held by Mr. Dahod's wife, Shamin Dahod, which were previously included as direct ownership Represents 23,012 securities beneficially held by Nooril-Iman Management, LLC. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.
- (9) This transaction was executed in multiple trades at prices ranging from \$24.42 to \$25.42. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (10) Represents 4,251,986 securities beneficially held by Nooril-Iman, LP. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any. Represents 268,232 shares of common stock held by Mr. Dahod's wife, Shamin Dahod, which were previously included as direct ownership Represents 23,012 securities beneficially held by Nooril-Iman Management, LLC. Mr. Dahod disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any.

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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