

Kahhale Pierre G
 Form 4
 May 05, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kahhale Pierre G

(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)
 05/01/2009

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)

V.P. Worldwide Field Ops.

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	05/01/2009		S ⁽¹⁾		3,000	D	\$ 19.06 <u>(2)</u> 78,895
Common Stock	05/04/2009		M ⁽¹⁾		7,000	A	\$ 1.65 85,895
Common Stock	05/04/2009		S ⁽¹⁾		7,000	D	\$ 20 78,895
Common Stock	05/01/2009		S ⁽¹⁾		3,000	D	\$ 19.06 <u>(2)</u> 63,000
	05/04/2009		S ⁽¹⁾		7,000	D	\$ 20 56,000

See Footnote (3)

Common
Stock

See
Footnote
(3)

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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 1.65	05/04/2009		M ⁽¹⁾	7,000	⁽⁴⁾ 04/18/2016	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kahhale Pierre G 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876			V.P. Worldwide Field Ops.	

Signatures

/s/ Pierre G.
Kahhale

05/05/2009

**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.

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- This transaction was executed in multiple trades at prices ranging from \$19.00 to \$19.37. The price reported above reflects the weighted
- (2) 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) Represents shares of common stock held by The Kahhale Family Trust - 2007 dated March 12, 2007. Mr. Kahhale disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any.
 - (4) The option vests 25% on 1/1/07 and the remainder vests in 12 equal quarterly installments beginning on 4/1/07.

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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