

Kathuria Vijay
 Form 4
 September 03, 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 *
 Kathuria Vijay

(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)
 09/01/2009

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. & G.M. India

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 | 09/01/2009 | | M ⁽¹⁾ | | 10,000 | A | \$ 0.3 |
| | | | | | | | 25,634 |
| Common Stock | 09/01/2009 | | S ⁽¹⁾ | | 10,000 | D | \$ 20.02 |
| | | | | | | | 15,634 |
| | | | | | | | ⁽²⁾ |
| Common Stock | 09/02/2009 | | M ⁽¹⁾ | | 10,000 | A | \$ 0.3 |
| | | | | | | | 25,634 |
| Common Stock | 09/02/2009 | | S ⁽¹⁾ | | 10,000 | D | \$ 21.03 |
| | | | | | | | 15,634 |
| | | | | | | | ⁽³⁾ |
| | | | | | | | 11,666 |
| | | | | | | | I |

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

This transaction was executed in multiple trades at prices ranging from \$19.95 to \$20.08. 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.

- (2) This transaction was executed in multiple trades at prices ranging from \$21.00 to \$21.14. 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) Represents 11,666 shares of common stock held by Mr. Kathuria's wife, Sangeeta Kathuria. Mr. Kathuria disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any.

- (4) The option vests 25% on 9/1/01 and the remainder vests in 12 equal quarterly installments beginning on 12/1/01.

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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