

Hale George W  
 Form 4  
 December 22, 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 \*  
 Hale George W

2. Issuer Name and Ticker or Trading Symbol  
 Starent Networks, Corp. [STAR]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 30 INTERNATIONAL PLACE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/18/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_ Other (specify below)  
 V.P. Finance & Controller

TEWKSBURY, MA 01876  
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/18/2009		D	28,373 D 11 0		D	

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)**

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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. Amount or Number of Shares
ISO	\$ 1.65	12/18/2009		D	10,417	<u>(2)</u> 06/15/2016	Common Stock	10,417
ISO	\$ 5.87	12/18/2009		D	5,209	<u>(3)</u> 02/09/2017	Common Stock	5,209
NQSO	\$ 12.97	12/18/2009		D	15,000	<u>(4)</u> 03/19/2018	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hale George W 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876			V.P. Finance & Controller	

## Signatures

/s/ George W. Hale  
12/22/2009  
Date

\*\*Signature of Reporting Person

## 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).
- 14,373 shares of common stock were disposed of pursuant to the merger agreement between issuer and Cisco Systems, Inc. ("Cisco") in exchange for a cash payment of \$503,055 (\$35.00 per share) on the effective date of the merger. A restricted stock unit award for 14,000
- (1) shares of common stock was disposed of pursuant to the merger agreement between issuer and Cisco in exchange for a restricted stock unit award for 20,521 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.
  - (2) This option, which provided for vesting as to 25% of the underlying shares on May 30, 2007 and as to additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 15,269 shares of Cisco common stock for \$1.13 per share.
  - (3) This option, which provided for vesting as to 25% of the underlying shares on February 9, 2008 and as to an additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 7,635 shares of Cisco common stock for \$4.01 per share.
  - (4) 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 21,987 shares of Cisco common stock for \$8.85

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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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