

Schoener Anthony P
 Form 4
 December 22, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Schoener Anthony P

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. Engineering

TEWKSBURY, MA 01876

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/18/2009 | | G | | 6,000 | D | \$ 0 |
| Common Stock | 12/18/2009 | | D | | 171,634 | D | <u>(1)</u> 0 |
| Common Stock | 12/18/2009 | | D | | 43,000 | D | <u>(2)</u> 0 |
| | | | | | | I | See Footnote <u>(3)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| ISO | \$ 0.3 | 12/18/2009 | | D | 5,000 | <u>(4)</u> 01/23/2013 | Common Stock | 5,000 |
| NQSO | \$ 1.65 | 12/18/2009 | | D | 19,508 | <u>(5)</u> 07/26/2015 | Common Stock | 19,500 |
| ISO | \$ 1.65 | 12/18/2009 | | D | 85,492 | <u>(6)</u> 07/26/2015 | Common Stock | 85,492 |
| NQSO | \$ 1.65 | 12/18/2009 | | D | 17,708 | <u>(7)</u> 09/29/2016 | Common Stock | 17,708 |
| ISO | \$ 1.65 | 12/18/2009 | | D | 65,624 | <u>(8)</u> 09/29/2016 | Common Stock | 65,624 |
| NQSO | \$ 8.25 | 12/18/2009 | | D | 9,333 | <u>(9)</u> 04/13/2017 | Common Stock | 9,333 |
| ISO | \$ 8.25 | 12/18/2009 | | D | 17,333 | <u>(10)</u> 04/13/2017 | Common Stock | 17,333 |
| NQSO | \$ 12.97 | 12/18/2009 | | D | 75,000 | <u>(11)</u> 03/19/2018 | Common Stock | 75,000 |
| NQSO | \$ 16.11 | 12/18/2009 | | D | 50,788 | <u>(12)</u> 04/17/2019 | Common Stock | 50,788 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schoener Anthony P 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876 | | | V.P. Engineering | |

Edgar Filing: Schoener Anthony P - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.