

Starent Networks, Corp.  
Form 4  
September 10, 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 \*  
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 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	09/08/2009		S <sup>(1)</sup>		4,311	D	\$ 23.1 (2)
Common Stock	09/08/2009		S <sup>(1)</sup>		1,216	D	\$ 24.13 (3)
Common Stock	09/08/2009		S <sup>(1)</sup>		1,741	D	\$ 23.09 (4)
Common Stock	09/08/2009		S <sup>(1)</sup>		508	D	\$ 24.13 (5)

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

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

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(9-02)

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAHOD ASHRAF 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876	X		President & 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.  
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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