

GOLDMAN KENNETH A
 Form 4
 July 31, 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 *
GOLDMAN KENNETH A

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)
07/29/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

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 or Price		
Common Stock	07/29/2009		M		1,000 A \$ 1.65	2,747	D
Common Stock	07/29/2009		S		1,000 D \$ 23.04	1,747	D
Common Stock	07/29/2009		M		700 A \$ 1.65	2,447	D
Common Stock	07/29/2009		S		700 D \$ 22.95	1,747	D
Common Stock	07/29/2009		M		1,300 A \$ 1.65	3,047	D
	07/29/2009		S		1,300 D	1,747	D

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Common Stock						\$ 22.93		
Common Stock	07/30/2009		M	100	A	\$ 1.65	1,847	D
Common Stock	07/30/2009		S	100	D	\$ 23.97	1,747	D
Common Stock	07/30/2009		M	800	A	\$ 1.65	2,547	D
Common Stock	07/30/2009		S	800	D	\$ 23.95	1,747	D
Common Stock	07/30/2009		M	100	A	\$ 1.65	1,847	D
Common Stock	07/30/2009		S	100	D	\$ 23.93	1,747	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 1.65	07/29/2009		M	1,000	<u>(1)</u> 04/18/2016	Common Stock	1,000	
Non-Qualified Stock Option (right to buy)	\$ 1.65	07/29/2009		M	700	<u>(1)</u> 04/18/2016	Common Stock	700	
Non-Qualified Stock Option (right to buy)	\$ 1.65	07/29/2009		M	1,300	<u>(1)</u> 04/18/2016	Common Stock	1,300	

Non-Qualified Stock Option (right to buy)	\$ 1.65	07/30/2009	M	100	<u>(1)</u>	04/18/2016	Common Stock	100
Non-Qualified Stock Option (right to buy)	\$ 1.65	07/30/2009	M	800	<u>(1)</u>	04/18/2016	Common Stock	800
Non-Qualified Stock Option (right to buy)	\$ 1.65	07/30/2009	M	100	<u>(1)</u>	04/18/2016	Common Stock	100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN KENNETH A 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876		X		

Signatures

By: /s/Jonathan M. Moulton, Attorney in Fact For: Kenneth A. Goldman 07/31/2009

__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) The option vests 25% on 2/2/07 and the remainder vests in 12 equal quarterly installments beginning on 5/2/07.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.