

ANDERSON EDWARD T
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 *
ANDERSON EDWARD T

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)

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

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

C/O NORTH BRIDGE VENTURE PARTNERS, 950 WINTER STREET SUITE 4600

(Street)

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

WALTHAM, MA 02451

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/18/2009		D		98,502	D	(1) 0
Common Stock	12/18/2009		D		1,543,146	D	(2) 0
Common Stock	12/18/2009		D		728,215	D	(4) 0

See Footnote (3)
See Footnote (5)

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. Amount or Number of Shares
NQSO	\$ 16.55	12/18/2009		D	7,068	<u>(6)</u> 06/21/2017	Common Stock	7,068
NQSO	\$ 15.59	12/18/2009		D	20,000	<u>(7)</u> 05/22/2018	Common Stock	20,000
NQSO	\$ 19.07	12/18/2009		D	6,583	<u>(8)</u> 05/21/2019	Common Stock	6,583

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ANDERSON EDWARD T
C/O NORTH BRIDGE VENTURE PARTNERS
950 WINTER STREET SUITE 4600
WALTHAM, MA 02451

X

Signatures

/s/ Edward T.
Anderson

12/22/2009

**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) Disposed of pursuant to the merger agreement between issuer and Cisco Systems, Inc. in exchange for a cash payment of \$3,447,570 (\$35.00 per share) on the effective date of the merger.
- (2) Disposed of pursuant to the merger agreement in exchange for a cash payment of \$54,010,110 (\$35.00 per share) on the effective date of the merger.

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Represents securities held of record by North Bridge Venture Partners IV-A, L.P., or NBVP IV-A. NBVM GP, LLC, or NBVM, the sole general partner of North Bridge Venture Management IV, L.P. which is the sole general partner of NBVP IV-A, has sole voting and dispositive power over these shares. The managers of NBVM having voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.

(3) Disposed of pursuant to the merger agreement in exchange for a cash payment of \$25,487,525 (\$35.00 per share) on the effective date of the merger.

Represents securities held of record by North Bridge Venture Partners IV-B, L.P., or NBVP IV-B. NBVM GP, LLC, or NBVM, the sole general partner of North Bridge Venture Management IV, L.P. which is the sole general partner of NBVP IV-B, has sole voting and dispositive power over these shares. The managers of NBVM having voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.

(4) This option, which provided for vesting as to 20% of the underlying shares on June 21, 2008 and as to an additional 5% each quarter thereafter, was canceled in the merger in exchange for a cash payment of \$130,404.60, representing the difference between the exercise price of the option and the market value of the underlying common stock on the effective date of the merger (\$35.00 per share).

(5) This option, which provided for vesting as to 20% of the underlying shares on May 22, 2009 and as to an additional 5% each quarter thereafter, was canceled in the merger in exchange for a cash payment of \$388,200, representing the difference between the exercise price of the option and the market value of the underlying common stock on the effective date of the merger (\$35.00 per share).

(6) This option, which provided for vesting as to 100% of the underlying shares on May 21, 2010, was canceled in the merger in exchange for a cash payment of \$104,867.19, representing the difference between the exercise price of the option and the market value of the underlying common stock on the effective date of the merger (\$35.00 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. 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.