

Schoener Anthony P
Form 4
December 22, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schoener Anthony P

(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)
12/18/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

V.P. Engineering

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/18/2009		G		6,000	D	\$ 0	171,634	D	
Common Stock	12/18/2009		D		171,634	D	<u>(1)</u>	0	D	
Common Stock	12/18/2009		D		43,000	D	<u>(2)</u>	0	I	See Footnote (3)

See
Footnote
(3)

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

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information contained in this form are not
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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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		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	

Signatures

/s/ Anthony P.
Schoener

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).

156,000 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 \$5,460,000 (\$35.00 per share) on the effective date of the merger. A restricted stock unit award for
(1) 15,634 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 22,917 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) 43,000 shares of common stock were disposed of pursuant to the merger agreement in exchange for a cash payment of \$1,505,000 (\$35.00 per share) on the effective date of the merger.

(3) Consists of 36,000 securities held beneficially by The Anthony P. Schoener Grantor Retained Annuity Trust-2007 and 7,000 shares held beneficially by The Schoener Family Irrevocable Trust dtd 05/21/07, Kathleen Schoener and Karen Schoener, Trustees. Mr. Schoener disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest, if any.

(4) This fully vested option was assumed by Cisco in the merger and replaced with an option to purchase 7,329 shares of Cisco common stock for \$0.21 per share.

(5) This option, which provided for vesting as to 25% of the underlying shares on January 1, 2006 and an as to additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 28,595 shares of Cisco common stock for \$1.13 per share, 19,290 vested shares of which will be subject to revesting over two years in equal installments on each of the 24 monthly anniversaries of the merger.

(6) This option, which provided for vesting as to 25% of the underlying shares on January 1, 2006 and an as to additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 125,318 shares of Cisco common stock for \$1.13 per share.

(7) This option, which provided for vesting as to 25% of the underlying shares on September 29, 2007 and an as to additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 25,957 shares of Cisco common stock for \$1.13 per share, the vested portion of which will be subject to revesting over two years in equal installments on each of the 24 monthly anniversaries of the merger.

(8) This option, which provided for vesting as to 25% of the underlying shares on September 29, 2007 and an as to additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 96,194 shares of Cisco common stock for \$1.13 per share, the vested portion of which will be subject to revesting over two years in equal installments on each of the 24 monthly anniversaries of the merger.

(9) This option, which provided for vesting as to 20% of the underlying shares on January 1, 2008 and an as to additional 5% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 13,680 shares of Cisco common stock for \$5.63 per share, the vested portion of which will be subject to revesting over two years in equal installments on each of the 24 monthly anniversaries of the merger.

(10) This option, which provided for vesting as to 20% of the underlying shares on January 1, 2008 and an as to additional 5% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 25,407 shares of Cisco common stock for \$5.63 per share, the vested portion of which will be subject to revesting over two years in equal installments on each of the 24 monthly anniversaries of the merger.

(11) This option, which provided for vesting as to 25% of the underlying shares on March 19, 2009 and an as to additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 109,938 shares of Cisco common stock for \$8.85 per share, the vested portion of which will be subject to revesting over two years in equal installments on each of the 24 monthly anniversaries of the merger.

(12) This option, which provided for vesting as to 25% of the underlying shares on April 17, 2010 and an as to additional 6.25% each quarter thereafter, was assumed by Cisco in the merger and replaced with an option to purchase 74,447 shares of Cisco common stock for \$10.99 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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