

Hale George W
Form 4
February 27, 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 *
Hale George W

(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)
02/25/2009

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 below) ___ Other (specify below)

V.P. Finance & Controller

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/25/2009		M ⁽¹⁾	4,000 A \$ 5.87	4,000	D	
Common Stock	02/25/2009		S ⁽¹⁾	4,000 D \$ 15	0	D	
Common Stock	02/25/2009		M ⁽¹⁾	9,909 A \$ 1.65	9,909	D	
Common Stock	02/25/2009		S ⁽¹⁾	9,909 D \$ 15	0	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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 1.65	02/25/2009		M ⁽¹⁾	9,909	⁽²⁾ 06/15/2016	Common Stock	9,909
Incentive Stock Option (right to buy)	\$ 5.87	02/25/2009		M ⁽¹⁾	4,000	⁽³⁾ 02/09/2017	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hale George W 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876			V.P. Finance & Controller	

Signatures

/s/ George W. Hale 02/27/2009

**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.

(2) The option vests 25% on 5/30/07 and the remainder vests in 12 equal quarterly installments beginning on 8/30/07.

(3) The option vests 25% on 2/9/08 and the remainder vests in 12 equal quarterly installments beginning on 5/9/08.

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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