

Kahhale Pierre G
Form 4
March 26, 2008

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 *
Kahhale Pierre G

(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)
03/24/2008

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)
V.P. Worldwide Field Ops.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/24/2008 | | M | | 11,250 | A | \$ 1.65 |
| Common Stock | 03/24/2008 | | M | | 2,984 | A | \$ 8.25 |
| Common Stock | | | | | | | 100,000 |
| | | | | | | I | See Footnote (1) |

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 1.65 | 03/24/2008 | | M | 11,250 | <u>(2)</u> 04/18/2016 | Common Stock | 11,250 | |
| Incentive Stock Option (right to buy) | \$ 8.25 | 03/24/2008 | | M | 2,984 | <u>(3)</u> 04/13/2017 | Common Stock | 2,984 | |
| Incentive Stock Option (right to buy) | \$ 0.3 | | | | | <u>(4)</u> 01/23/2013 | Common Stock | 3,750 | |
| Non-Qualified Stock Option (right to buy) | \$ 1.65 | | | | | <u>(2)</u> 04/18/2016 | Common Stock | 19,500 | |
| Non-Qualified Stock Option (right to buy) | \$ 8.25 | | | | | <u>(3)</u> 04/13/2017 | Common Stock | 35,250 | |
| Non-Qualified Stock Option (right to buy) | \$ 12.97 | | | | | <u>(5)</u> 03/19/2018 | Common Stock | 60,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kahhale Pierre G 30 INTERNATIONAL PLACE TEWKSBURY, MA 01876 | | | V.P. Worldwide Field Ops. | |

Signatures

By: /s/ Kevin F. Newman, Attorney in Fact For: Pierre
Kahhale

03/26/2008

__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) Represents shares of common stock held by The Kahhale Family Trust - 2007 dated March 12, 2007. Mr. Kahhale disclaims beneficial ownership of these shares except to the extent of his pecuniary interest, if any.
- (2) The option vests 25% on 1/1/07 and the remainder vests in 12 equal quarterly installments beginning on 4/1/07.
- (3) The option vests 20% on 1/1/08 and the remainder vests in 16 equal quarterly installments beginning on 4/1/08.
- (4) 12.5% of the option vests on each of 1/23/04, 1/23/05, 7/23/05, 1/23/06, 7/23/06, 1/23/07, 7/23/07, and 7/23/08.
- (5) The option vests 25% on 3/19/09 and the remainder vests in 12 equal quarterly installments beginning on 6/19/09.

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.