

BARROWS TIMOTHY A
Form 4
May 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 *
BARROWS TIMOTHY 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)

**C/O MATRIX PARTNERS, 1000
WINTER STREET, SUITE 4500**

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2009

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

(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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/20/2009 | | J ⁽¹⁾ | | 1,547,000 | D | \$ 0 | 1,750,920 | I | See Footnote (2) |
| Common Stock | 05/20/2009 | | J ⁽³⁾ | | 503,966 | D | \$ 0 | 596,264 | I | See Footnote (4) |
| Common Stock | 05/20/2009 | | J ⁽⁵⁾ | | 155,914 | D | \$ 0 | 241,558 | I | See Footnote (6) |
| Common Stock | 05/20/2009 | | J ⁽⁷⁾ | | 364,000 | D | \$ 0 | 411,977 | I | See Footnote |

Common Stock 05/20/2009 J⁽⁹⁾ 49,031 A \$ 0 253,853 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARROWS TIMOTHY A C/O MATRIX PARTNERS 1000 WINTER STREET, SUITE 4500 WALTHAM, MA 02451 | X | | | |

Signatures

/s/ Timothy A. Barrows 05/22/2009

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) Pro-Rata distribution in kind without consideration, to the partners of Matrix Partners VI, L.P. for no consideration.

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- (2) Represents securities owned solely by Matrix Partners VI, LP. Matrix VI Management Co., L.L.C. ("Matrix VI LLC") is the general partner of Matrix Partners VI, L.P. Timothy Barrows, as a Managing Member of Matrix VI LLC, has sole voting and dispositive power with respect to the shares held by those entities. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (3) Pro-Rata distribution in kind without consideration, to the partners of Matrix VI Parallel Partnership-A, L.P. for no consideration.
- (4) Represents securities owned solely by Matrix VI Parallel Partnership-A, L.P. Matrix VI LLC is the general partner of Matrix VI Parallel Partnership-A, L.P. Timothy Barrows, as a Managing Member of Matrix VI LLC, has sole voting and dispositive power with respect to the shares held by those entities. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (5) Pro-Rata distribution in kind without consideration, to the partners of Matrix VI Parallel Partnership-B, L.P. for no consideration.
- (6) Represents securities owned solely by Matrix VI Parallel Partnership-B, L.P. Matrix VI LLC is the general partner of Matrix VI Parallel Partnership-B, L.P. Timothy Barrows, as a Managing Member of Matrix VI LLC, has sole voting and dispositive power with respect to the shares held by those entities. Mr. Barrows disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (7) Re-registration, without consideration, in the names of the beneficial owners by Weston & Co VI, LLC.
- (8) Represents securities owned solely by Weston & Co. VI LLC, which is a nominee for certain beneficial owners. Mr. Barrows is authorized by the sole member of Weston & Co. VI LLC to take any action as directed by the underlying beneficial owners with respect to the shares held by this entity. Mr. Barrows disclaims beneficial ownership of such shares, except for those shares held by Weston & Co. VI LLC as nominee for him personally. Mr. Barrows has sole voting and/or investment control over only said shares held by Weston & Co. VI LLC as nominee for him personally. Mr. Barrows does not have sole or shared voting and/or investment control with respect to the other shares held by Weston & Co. VI LLC.
- (9) Change from indirect to direct ownership upon a distribution of shares by Matrix Partners VI, L.P., Matrix VI Parallel Partnership-A, L.P. and Matrix VI Parallel Partnership-B, L.P. and a re-registration of shares by Weston & Co. VI LLC, which shares were previously reported as beneficially owned by Mr. Barrows.

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.