

Starent Networks, Corp.

Form 3

October 22, 2009

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

CISCO SYSTEMS INC

(Last) (First) (Middle)

170 WEST TASMAN DRIVE

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/12/2009

3. Issuer Name and Ticker or Trading Symbol
Starent Networks, Corp. [STAR]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

13,615,467 ⁽¹⁾

I

See footnote ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	Â (3)	06/20/2017	Common Stock	12,720	\$ 16.55	I	See footnote (2)
Stock Option (Right to Buy)	Â (3)	05/21/2018	Common Stock	24,000	\$ 15.59	I	See footnote (2)
Stock Option (Right to Buy)	Â (3)	07/25/2015	Common Stock	466,666	\$ 1.82	I	See footnote (2)
Stock Option (Right to Buy)	Â (3)	12/13/2016	Common Stock	45,832	\$ 5.13	I	See footnote (2)
Stock Option (Right to Buy)	Â (3)	03/18/2018	Common Stock	75,000	\$ 12.97	I	See footnote (2)
Stock Option (Right to Buy)	Â (3)	04/12/2017	Common Stock	55,000	\$ 8.25	I	See footnote (2)
Stock Option (Right to Buy)	Â (3)	09/28/2016	Common Stock	349,999	\$ 1.65	I	See footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CISCO SYSTEMS INC 170 WEST TASMAN DRIVE SAN JOSE, CA 95134	Â	Â X	Â	Â

Signatures

/s/ Frank A. Calderoni,
Executive Vice President &
Chief Financial Officer

10/22/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 62,502 shares beneficially owned by the Stockholders as of October 9, 2009 that are subject to repurchase by the Issuer.

The Reporting Person has entered into voting agreements (the "Voting Agreements"), dated October 12, 2009, with certain stockholders of the Issuer (the "Stockholders"), which provide the Reporting Person with a limited right to vote each of the 14,644,684 shares of the Issuer's common stock beneficially owned by the Stockholders and shares of the Issuer's common stock with respect to which the

(2) Stockholders thereafter acquire beneficial ownership in matters related to a proposed merger between the Issuer and a wholly-owned subsidiary of the Reporting Person. The Reporting Person expressly disclaims beneficial ownership of these shares. The form of Voting Agreement is incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K dated October 12, 2009 and filed by the Issuer with the Securities and Exchange Commission on October 14, 2009.

(3) Reflects shares issuable upon exercise of options exercisable within 60 days of October 9, 2009.

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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