

DALTON SEAN M  
Form 4  
May 05, 2008

**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 \*  
DALTON SEAN M

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)

3. Date of Earliest Transaction (Month/Day/Year)  
05/01/2008

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

C/O HIGHLAND CAPITAL PARTNERS,, 92 HAYDEN AVENUE

(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

LEXINGTON, MA 02421

(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	05/01/2008		J(1)		2,118,000	D	\$ 0 4,694,238	I	See footnote (2)
Common Stock	05/01/2008		J(3)		546,000	D	\$ 0 1,210,128	I	See footnote (4)
Common Stock	05/01/2008		J(5)		336,000	D	\$ 0 744,692	I	See footnote (6)
Common	05/05/2008		J(7)		3,741	A	\$ 0 3,741	D	



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- (4) Represents securities held by Highland Capital Partners V-B, Limited Partnership, an affiliate of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Distribution by Highland Entrepreneurs' Fund V Limited Partnership for no consideration.
- (6) Represents securities held by Highland Entrepreneurs' Fund V Limited Partnership, an affiliate of the reporting person. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (7) Change from indirect to direct ownership upon a distribution of shares by Highland Management Partners V, Limited Partnership and Highland Entrepreneurs Fund V, Limited Partnership, which shares were previously reported as beneficially owned by Mr. Dalton.

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.