

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-06**
SEC Accession No. **0001181431-07-074532**

(HTML Version on secdatabase.com)

REPORTING OWNER

CHARLES RIVER PARTNERSHIP XI LP

CIK: **1126481**

Type: **4** | Act: **34** | File No.: **001-33355** | Film No.: **071297186**

Business Address
1000 WINTER STREET
STE 3300
WALTHAM MA 02451

ISSUER

BigBand Networks, Inc.

CIK: **1381325** | IRS No.: **043444278** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address
475 BROADWAY
REDWOOD CITY CA 94063

Business Address
475 BROADWAY
REDWOOD CITY CA 94063
650-995-5000

Charles River Friends XI-A, LP

CIK: **1393393** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33355** | Film No.: **071297185**

Mailing Address
1000 WINTER STREET
SUITE 3300
WALTHAM MA 02451

Business Address
1000 WINTER STREET
SUITE 3300
WALTHAM MA 02451
781-768-6000

Charles River Friends XI-B, LP

CIK: **1393394** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33355** | Film No.: **071297184**

Mailing Address
1000 WINTER STREET
SUITE 3300
WALTHAM MA 02451

Business Address
1000 WINTER STREET
SUITE 3300
WALTHAM MA 02451
781-768-6000

Charles River XI GP, LP

CIK: **1393395** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33355** | Film No.: **071297183**

Mailing Address
1000 WINTER STREET
SUITE 3300
WALTHAM MA 02451

Business Address
1000 WINTER STREET
SUITE 3300
WALTHAM MA 02451
781-768-6000

Charles River XI GP, LLC

CIK: **1393396** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-33355** | Film No.: **071297182**

Mailing Address
1000 WINTER STREET
SUITE 3300
WALTHAM MA 02451

Business Address
1000 WINTER STREET
SUITE 3300
WALTHAM MA 02451
781-768-6000

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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 hours per response 0.5

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

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

1. Name and Address of Reporting Person CHARLES RIVER PARTNERSHIP XI LP			2. Issuer Name and Ticker or Trading Symbol BigBand Networks, Inc. [BBND]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2007			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
C/O CHARLES RIVER XI, GP, 1000 WINTER STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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	12/06/2007		J	(1)	1,940,670	(2)	D	\$ 0	8,712,158	D (5)
Common Stock	12/06/2007		J	(1)	49,019	(3)	D	\$ 0	225,919	D (5)
Common Stock	12/06/2007		J	(1)	10,311	(4)	D	\$ 0	45,093	D (5)
Common Stock	12/06/2007		J	(6)	19,414		D	\$ 0	0 (5) (8)	D (5)
Common Stock	12/06/2007		J	(7)	572		D	\$ 0	0 (5) (8)	D (5)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHARLES RIVER PARTNERSHIP XI LP C/O CHARLES RIVER XI, GP 1000 WINTER STREET WALTHAM, MA 02451		X		
Charles River Friends XI-A, LP C/O CHARLES RIVER XI, GP 1000 WINTER STREET WALTHAM, MA 02451		X		
Charles River Friends XI-B, LP C/O CHARLES RIVER XI, GP 1000 WINTER STREET WALTHAM, MA 02451		X		
Charles River XI GP, LP C/O CHARLES RIVER XI, GP 1000 WINTER STREET WALTHAM, MA 02451		X		
Charles River XI GP, LLC C/O CHARLES RIVER XI, GP 1000 WINTER STREET WALTHAM, MA 02451		X		

Explanation of Responses:

- Pro rata distribution for no consideration to partners of the limited partnership.
- These securities are owned by Charles River Partnership XI, LP ("XI LP"), which is a member of a "group" with Charles River Friends XI-A, LP ("XI-A LP") and Charles River Friends XI-B, LP ("XI-B LP," and together with XI LP and XI-A LP, the "Partnerships") for purposes of Section 13(d) of the Securities Exchange Act of 1934.
- These securities are owned by XI-A LP.
- These securities are owned by XI-B LP.
- Charles River XI GP, LP is the General Partner of XI LP. Charles River XI GP, LLC ("XI GP LLC") is the General Partner of Charles River XI GP, LP. XI GP LLC is also the General Partner of XI-A LP and XI-B LP. Each of Armony, Baldwin, Burnes, Dintersmith, Sachs, Tai and Zak is a managing member of XI GP LLC. Accordingly, each of Charles River XI GP, LP, XI GP LLC and Armony, Baldwin, Burnes, Dintersmith, Sachs, Tai, and Zak (collectively, the "Management Persons") may be deemed to beneficially own the securities owned by the Partnerships. Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any. The filing of this statement by any reporting person shall not be deemed an admission that such person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities.
- Pro rata distribution for no consideration from Charles River XI GP, LP to its partners.
- Pro rata distribution for no consideration from Charles River XI GP, LLC to its members.
- Each pro rata distribution from the Partnerships to the Management Persons, and from one Management Person to another Management Person as general partner or member of the distributing Management Person, reflects a change in form of beneficial ownership only of the ultimate Management Persons, and does not reflect a change in such ultimate Management Persons' pecuniary interest in the securities reported herein or in the related Form 3.

Signatures

[Bruce I. Sachs for Charles River XI GP, LLC, general partner of Charles River XI GP, LP, general partner of Charles River Partnership XI, LP](#)

[12/10/2007](#)

[Bruce I. Sachs for Charles River XI GP, LLC, general partner of Charles River Friends XI-A, LP](#)

[12/10/2007](#)

[Bruce I. Sachs for Charles River XI GP, LLC, general partner of Charles River Friends XI-B, LP](#)

[12/10/2007](#)

[Bruce I. Sachs for Charles River XI GP, LLC, general partner of Charles River XI GP, LP](#)

[12/10/2007](#)

[Bruce I. Sachs for Charles River XI GP, LLC](#)

[12/10/2007](#)

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.