

3PAR Inc.  
Form 4  
May 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WEI JAMES**

(Last) (First) (Middle)

**2207 BRIDGEPOINTE  
PARKWAY, SUITE 100**

(Street)

**SAN MATEO, CA 94404**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**3PAR Inc. [PAR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/29/2008**

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/29/2008		P	149,593 A \$ 8.5	2,924,535	I	See footnote. (1)
Common Stock	05/29/2008		P	24,303 A \$ 8.5	475,123	I	See footnote. (2)
Common Stock	05/29/2008		P	1,104 A \$ 8.5	21,579	I	See footnote. (3)
Common Stock					3,493,387	I	See footnote.

Common Stock	1,069,404	I	(4) See footnote. (5)
Common Stock	148,289	I	See footnote. (6)

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEI JAMES 2207 BRIDGEPOINTE PARKWAY SUITE 100 SAN MATEO, CA 94404	X	X		
WORLDVIEW TECHNOLOGY PARTNERS IV LP 2207 BRIDGEPOINTE PARKWAY, SUITE 100 SAN MATEO, CA 94404			X	
WORLDVIEW TECHNOLOGY INTERNATIONAL IV, L.P. 2207 BRIDGEPOINTE PARKWAY, SUITE 100 SAN MATEO, CA 94404			X	

WORLDVIEW STRATEGIC PARTNERS IV LP  
2207 BRIDGEPOINTE PARKWAY, SUITE 100 X  
SAN MATEO, CA 94404

Orsak Michael  
2207 BRIDGEPOINTE PARKWAY X  
SUITE 100  
SAN MATEO, CA 94404

Tanaka Susumu  
16F, SHINJUKU MITSUI #2 BUILDING X  
3-2-11 NISHI-SHINJUKU  
SHINJUKU-KU, TOKYO 160-0023, M0

## Signatures

James Strawbridge, by power of attorney for James Wei 05/29/2008  
 \_\_Signature of Reporting Person Date

Worldview Technology Partners IV, L.P., by Worldview Capital IV, L.P., its general partner,  
by Worldview Equity I, L.L.C., its general partner, by James Strawbridge, by power of 05/29/2008  
attorney for James Wei, a Managing Member  
 \_\_Signature of Reporting Person Date

Worldview Technology International IV, L.P., by Worldview Capital IV, L.P., its general  
partner, by Worldview Equity I, L.L.C., its general partner, by James Strawbridge, by power 05/29/2008  
of attorney for James Wei, a Managing Member  
 \_\_Signature of Reporting Person Date

Worldview Strategic Partners IV, L.P., by Worldview Capital IV, L.P., its general partner, by  
Worldview Equity I, L.L.C., its general partner, by James Strawbridge, by power of attorney 05/29/2008  
for James Wei, a Managing Member  
 \_\_Signature of Reporting Person Date

James Strawbridge, by power of attorney for Michael Orsak 05/29/2008  
 \_\_Signature of Reporting Person Date

James Strawbridge, by power of attorney for Susumu Tanaka 05/29/2008  
 \_\_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).

- Shares are held directly by Worldview Technology Partners IV, L.P. ("WTP IV"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of
- (1) Worldview Capital IV, L.P., which is the General Partner of WTP IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WTP IV, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
  - (2) Shares are held directly by Worldview Technology International IV, L.P. ("WTI IV"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of Worldview Capital IV, L.P., which is the General Partner of WTI IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have

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shared voting and dispositive power over the shares which are owned directly by WTI IV, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Shares are held directly by Worldview Strategic Partners IV, L.P. ("WSP IV"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of

- (3) Worldview Capital IV, L.P., which is the General Partner of WSP IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WSP IV, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Shares are held directly by Worldview Technology Partners II, L.P. ("WTP II"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of

- (4) Worldview Capital II, L.P., which is the General Partner of WTP II. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WTP II, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Shares are held directly by Worldview Technology International II, L.P. ("WTI II"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of

- (5) Worldview Capital II, L.P., which is the General Partner of WTI II. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WTI II, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Shares are held directly by Worldview Strategic Partners II, L.P. ("WSP II"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of Worldview

- (6) Capital II, L.P., which is the General Partner of WSP II. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WSP II, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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