

3PAR Inc.
Form 4
August 22, 2008

FORM 4

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

OMB APPROVAL

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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 *
Price Jeffrey A

(Last) (First) (Middle)
C/O 3PAR INC., 4209
TECHNOLOGY DRIVE
(Street)

FREMONT, CA 94538

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2008

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)
VP, Engineering

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	(D)	Price			
Common Stock	08/20/2008	08/20/2008	S ⁽¹⁾		2,050	D	\$ 10	947,026	I	By Family Trust
Common Stock	08/20/2008	08/20/2008	S		100	D	\$ 10.02	946,926	I	By Family Trust
Common Stock	08/20/2008	08/20/2008	S		200	D	\$ 10.03	946,726	I	By famil trust
Common Stock	08/20/2008	08/20/2008	S		100	D	\$ 10.04	946,626	I	By family trust
	08/20/2008	08/20/2008	S		1,200	D	\$ 10.06	945,426	I	

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Common Stock										By Family Trust
Common Stock	08/20/2008	08/20/2008	S	300	D	\$ 10.07	945,126	I		By Family Trust
Common Stock	08/20/2008	08/20/2008	S	1,300	D	\$ 10.08	943,826	I		By family trust
Common Stock	08/20/2008	08/20/2008	S	500	D	\$ 10.09	943,326	I		By family trust
Common Stock	08/20/2008	08/20/2008	S	950	D	\$ 10.1	942,376	I		By family trust
Common Stock	08/20/2008	08/20/2008	S	100	D	\$ 10.12	942,276	I		By family trust
Common Stock	08/20/2008	08/20/2008	S	900	D	\$ 10.14	941,376	I		By family trust
Common Stock	08/20/2008	08/20/2008	S	500	D	\$ 10.15	940,876	I		By Family trust
Common Stock	08/20/2008	08/20/2008	S	100	D	\$ 10.155	940,776	I		By family trust
Common Stock	08/20/2008	08/20/2008	S	803	D	\$ 10.16	939,973	I		By family trust
Common Stock	08/20/2008	08/20/2008	S	300	D	\$ 10.1625	939,673	I		By Family Trust
Common Stock	08/20/2008	08/20/2008	S	2,499	D	\$ 10.17	937,174	I		By Family Trust
Common Stock	08/20/2008	08/20/2008	S	1,298	D	\$ 10.18	935,876	I		By Family Trust
Common Stock	08/20/2008	08/20/2008	S	200	D	\$ 10.185	935,676	I		By Family Trust
Common Stock	08/20/2008	08/20/2008	S	8,800	D	\$ 10.19	926,876	I		By Family Trust
Common Stock	08/20/2008	08/20/2008	S	400	D	\$ 10.195	926,476	I		By Family Trust
Common Stock	08/20/2008	08/20/2008	S	3,200	D	\$ 10.2	923,276	I		By Family

Common Stock	08/20/2008	08/20/2008	S	800	D	\$ 10.205	922,476	I	Trust By Family Trust
Common Stock	08/20/2008	08/20/2008	S	400	D	\$ 10.22	922,076	I	Trust By Family Trust

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

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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. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Price Jeffrey A C/O 3PAR INC. 4209 TECHNOLOGY DRIVE FREMONT, CA 94538	X		VP, Engineering	

Signatures

Ricardo E. Velez, Atty-in-Fact for Jeffrey A. Price
08/22/2008

__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).
- (1) All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 29, 2008.

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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