

Scott David C  
 Form 4  
 October 01, 2010

**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 \*  
 Scott David C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/27/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and C.E.O.

C/O 3PAR INC., 4209  
 TECHNOLOGY DRIVE

(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

FREMONT, CA 94538

(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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474  
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Right to Buy (Common Stock)	\$ 9.89	09/27/2010	09/27/2010	D			137,000		05/12/2011	05/12/2020	Common Stock	137,000
Right to Buy (Common Stock)	\$ 9.36	09/27/2010	09/27/2010	D			127,000		06/01/2010	06/01/2019	Common Stock	127,000
Right to Buy (Common Stock)	\$ 8.96	09/27/2010	09/27/2010	D			145,000		08/05/2009	08/05/2018	Common Stock	145,000
Right to Buy (Common Stock)	\$ 11.2	09/27/2010	09/27/2010	D			169,999		07/26/2008	07/26/2017	Common Stock	169,999
Right to Buy (Common Stock)	\$ 0.46	09/27/2010	09/27/2010	D			397,196		04/01/2006	04/01/2015	Common Stock	397,196
Restricted Stock Unit	\$ 0.001 <sup>(3)</sup>	09/27/2010	09/27/2010	D			60,000		05/12/2011	05/12/2014	Common Stock	60,000
Restricted Stock Unit	\$ 0.001 <sup>(3)</sup>	09/27/2010	09/27/2010	D			44,250		06/01/2010	06/01/2013	Common Stock	44,250
Restricted Stock Unit	\$ 0.001 <sup>(3)</sup>	09/27/2010	09/27/2010	D			30,000		07/21/2012	07/21/2012	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scott David C C/O 3PAR INC. 4209 TECHNOLOGY DRIVE FREMONT, CA 94538	X		President and C.E.O.	

## Signatures

/s/ Ricardo E. Velez, Atty-in-Fact for David C.  
Scott

09/30/2010

\_\_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) In connection with the completion of a cash tender offer launched by Rio Acquisition Corporation, a subsidiary of Hewlett-Packard Company ("HP"), to purchase all of Issuer's issued and outstanding common stock, this option was not assumed by HP and was cancelled in exchange for a cash payment to Reporting Person equal to the difference between the offer price per share of \$33.00 and the exercise price per share of the option.

(2) Pursuant to the terms of a merger agreement between the issuer, HP and Rio Acquisition Corporation (the "Merger"), 72,500 shares under this option were not assumed by HP and were cancelled in exchange for a cash payment to Reporting Person equal to the difference between the offer price per share of \$33.00 and the exercise price per share of the option. The remaining shares under the option were assumed and exchanged for an option to purchase 60,314 shares of HP common stock at an exercise price per share of \$10.78.

(3) Represents par value of Issuer's common stock.

(4) Pursuant to the Merger, this restricted stock unit was assumed and exchanged for a restricted stock unit covering 49,915 shares of HP common stock.

(5) Pursuant to the Merger, this restricted stock unit was assumed and exchanged for a restricted stock unit covering 36,812 shares of HP common stock.

(6) Pursuant to the Merger, this restricted stock unit was assumed and exchanged for a restricted stock unit covering 24,957 shares of HP common stock.

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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