Edgar Filing: Akhavan Houman - Form 4

Akhavan Houman									
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FORM 4								PPROVAL	
UNITEL) STATES		RITIES A ashington,			COMMISSIO	N OMB Number:	3235-028	37
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or Security 30(h) of the Investment Company Act of 1940						nge Act of 1934 of 1935 or Secti	Estimated burden hou response	urs per	
(Print or Type Responses)									
1. Name and Address of Reportin Akhavan Houman	g Person <u>*</u>	Symbol	er Name and uto Parts N]		-	Issuer	of Reporting Per eck all applicabl		
(Last) (First) (Middle) 3. Date of Earliest Tra (Month/Day/Year) 17150 MARGAY AVENUE 12/07/2011			ansaction		Director 10% Owner X Officer (give title Other (specify below) below) VP of Marketiing				
(Street) 4. If Amendment, Da Filed(Month/Day/Year CARSON, CA 90746			-		Applicable Line) _X_ Form filed by	Joint/Group Fili y One Reporting P y More than One R	erson		
(City) (State)	(Zip)	Tab	ole I - Non-D	erivative Se	ecurities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Dat (Month/Day/Year)		Date, if	Transaction Code	Disposed of (Instr. 3, 4 a (.	(D) or	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)	
Reminder: Report on a separate lin	ne for each cl	ass of sec	urities benefi	icially owne	d directly o	or indirectly.			
				informa required	tion cont d to respo s a currer	pond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option (right to buy) <u>(1)</u>	\$ 5	12/07/2011		А		30,000		12/07/2012 <u>(2)</u>	12/06/2021	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Akhavan Houman 17150 MARGAY AVENUE CARSON, CA 90746			VP of Marketiing				
Signaturas							

Signatures

/s/ Houman Akhavan	12/09/2011		
<u>**</u> 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) Granted pursuant to the U.S. Auto Parts Network Inc. 2007 Omnibus Incentive Plan
- (2) The option vests and becomes exercisable for twenty-five percent of the option shares on December 7, 2012, and the remaining option shares vest and become exercisable thereafter in a series of thirty-six equal monthly installments.

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.