

FONG KEVIN A
 Form 4
 October 01, 2010

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 *
 FONG KEVIN A

(Last) (First) (Middle)

C/O 3PAR INC. 4209
 TECHNOLOGY DR.

(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)
 09/27/2010

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		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 or Number of Shares
Right to Buy (Common Stock)	\$ 10.14	09/27/2010	09/27/2010	D			15,250	09/17/2010	09/17/2019		Common Stock	15,250
Right to Buy (Common Stock)	\$ 9.41	09/27/2010	09/27/2010	D			10,000	08/06/2010	08/06/2019		Common Stock	10,000
Right to Buy (Common Stock)	\$ 9.98	09/27/2010	09/27/2010	D			15,250	09/10/2009	09/10/2018		Common Stock	15,250
Right to Buy (Common Stock)	\$ 14	09/27/2010	09/27/2010	D			51,000	02/05/2009	02/05/2018		Common Stock	51,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FONG KEVIN A C/O 3PAR INC. 4209 TECHNOLOGY DR. FREMONT, CA 94538	X			

Signatures

/s/ Ricardo E. Velez, Atty-in-Fact for Kevin Fong	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.

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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