

Walther Russell Henry
 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 *
 Walther Russell Henry

(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)
 VP, Customer Service

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 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	30,000					05/12/2011	05/12/2020	Common Stock	30,000
Right to Buy (Common Stock)	\$ 9.41	09/27/2010	09/27/2010	D	200,000					08/06/2010	08/06/2019	Common Stock	200,000
Restricted Stock Unit	\$ 0.001 ⁽³⁾	09/27/2010	09/27/2010	D	20,000					05/12/2011	05/12/2014	Common Stock	20,000
Restricted Stock Unit	\$ 0.001 ⁽³⁾	09/27/2010	09/27/2010	D	15,000					08/06/2010	08/06/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walther Russell Henry C/O 3PAR INC. 4209 TECHNOLOGY DR. FREMONT, CA 94538			VP, Customer Service	

Signatures

/s/ Ricardo E. Velez, Atty-in-Fact for Henry Russell
Walter 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) Pursuant to the terms of a merger agreement between the issuer, Hewlett-Packard Company ("HP") and Rio Acquisition Corporation (the "Merger"), this option was assumed and exchanged for an option to purchase 24,957 shares of HP common stock at an exercise price per share of \$11.89.
- (2) Pursuant to the terms of the Merger, 50,000 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 124,788 shares of HP common stock at an exercise price per share of \$11.32.
- (3) Represents par value of Issuer's common stock.
- (4)

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Pursuant to the terms of the Merger, this restricted stock unit was exchanged for a restricted stock unit covering 16,638 shares of HP common stock.

- (5) Pursuant to the terms of the Merger, this restricted stock unit was exchanged for a restricted stock unit covering 12,478 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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