

Scott David C
Form 4
August 28, 2009

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)
06/01/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

President and CEO

C/O 3PAR INC., 4209 TECHNOLOGY DR.

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/01/2009	06/01/2009	J ⁽¹⁾		120,021	D	\$ 0 0	I	By GRAT
Common Stock	06/01/2009	06/01/2009	J ⁽²⁾		120,021	D	\$ 0 0	I	By spouse's GRAT
Common Stock	06/01/2009	06/01/2009	J ⁽³⁾		66,182	A	\$ 0 66,182	I	By irrevocable trust
Common Stock	06/01/2009	06/01/2009	J ⁽⁴⁾		173,860	A	\$ 0 2,176,502	I	By Revocable Trust

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