

Price Jeffrey A  
Form 4  
August 26, 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 \*  
Price Jeffrey A

(Last) (First) (Middle)  
C/O 3PAR INC., 4209  
TECHNOLOGY DRIVE  
(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)  
08/24/2009

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)  
CTO, System Design

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	08/24/2009	08/24/2009	S	900 D \$ 8.39	907,108	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	500 D \$ 8.3925	906,608	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	100 D \$ 8.395	906,508	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	188 D \$ 8.3973	906,320	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	500 D \$ 8.4	905,820	I	Family Trust

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Common Stock	08/24/2009	08/24/2009	S	1,400	D	\$ 8.41	904,420	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	100	D	\$ 8.4125	904,320	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	1,200	D	\$ 8.4142	903,120	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	400	D	\$ 8.415	902,720	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	312	D	\$ 8.4184	902,408	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	700	D	\$ 8.42	901,708	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	200	D	\$ 8.425	901,508	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	100	D	\$ 8.4275	901,408	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	1,500	D	\$ 8.43	899,908	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	300	D	\$ 8.4333	899,608	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	300	D	\$ 8.435	899,308	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	600	D	\$ 8.4367	898,708	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	700	D	\$ 8.44	898,008	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	700	D	\$ 8.445	897,308	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	400	D	\$ 8.45	896,908	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	200	D	\$ 8.455	896,708	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	800	D	\$ 8.46	895,908	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	1,100	D	\$ 8.48	894,808	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	1,000	D	\$ 8.485	893,808	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	500	D	\$ 8.488	893,308	I	Family Trust
	08/24/2009	08/24/2009	S	3,000	D	\$ 8.49	890,308	I	

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Common Stock									Family Trust
Common Stock	08/24/2009	08/24/2009	S	800	D	\$ 8.495	889,508	I	Family Trust
Common Stock	08/24/2009	08/24/2009	S	1,500	D	\$ 8.5	888,008	I	Family trust

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Price Jeffrey A C/O 3PAR INC. 4209 TECHNOLOGY DRIVE FREMONT, CA 94538	X		CTO, System Design	

## Signatures

Ricardo E. Velez, Atty-in-Fact for Jeffrey A Price 08/26/2009

\_\_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).

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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