

Gast Randall T  
 Form 4  
 October 01, 2010

**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 \*  
 Gast Randall T

(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)  
 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  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

VP, Corporate Operations

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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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 (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)	\$ 9.36	09/27/2010	09/27/2010	D			40,000		06/01/2010	06/01/2019	Common Stock	40,000
Right to Buy (Common Stock)	\$ 8.96	09/27/2010	09/27/2010	D			35,000		08/05/2009	08/05/2018	Common Stock	35,000
Right to Buy (Common Stock)	\$ 3.44	09/27/2010	09/27/2010	D			154,999		06/05/2007	06/05/2016	Common Stock	154,999
Restricted Stock Unit	\$ 0.001 <u>(5)</u>	09/27/2010	09/27/2010	D			15,000		05/12/2011	05/12/2014	Common Stock	15,000
Restricted Stock Unit	\$ 0.001 <u>(5)</u>	09/27/2010	09/27/2010	D			15,000		06/01/2010	06/01/2013	Common Stock	15,000
Restricted Stock Unit	\$ 0.001 <u>(5)</u>	09/27/2010	09/27/2010	D			20,000		07/21/2012	07/21/2012	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gast Randall T C/O 3PAR INC. 4209 TECHNOLOGY DRIVE FREMONT, CA 94538			VP, Corporate Operations	

## Signatures

/s/ Ricardo E. Velez, Atty-in-Fact for Randall T. Gast 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, 10,000 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 24,957 shares of HP common stock at an exercise price per share of \$11.26.

(3) Pursuant to the terms of the Merger, 17,500 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 14,558 shares of HP common stock at an exercise price per share of \$10.78.

(4) Pursuant to the terms of the Merger, 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.

(5) Represents par value of Issuer's common stock.

(6) 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.

(7) 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.

(8) 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.

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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