

Lares Adriel G
 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 *
 Lares Adriel G

(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
 Officer (give title below) _____ Other (specify below)
 VP, Finance and CFO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial 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 or Number of Shares
Right to Buy (Common Stock)	\$ 9.89	09/27/2010	09/27/2010	D			40,000		05/12/2011	05/12/2020	Common Stock	40,000
Right to Buy (Common Stock)	\$ 9.36	09/27/2010	09/27/2010	D			60,000		06/01/2010	06/01/2019	Common Stock	60,000
Right to Buy (Common Stock)	\$ 8.96	09/27/2010	09/27/2010	D			60,000		08/05/2009	08/05/2018	Common Stock	60,000
Right to Buy (Common Stock)	\$ 11.2	09/27/2010	09/27/2010	D			82,499		07/26/2008	07/26/2017	Common Stock	82,499
Right to Buy (Common Stock)	\$ 0.58	09/27/2010	09/27/2010	D			80,000		11/17/2006	11/17/2015	Common Stock	80,000
Restricted Stock Unit	\$ 0.001 <u>(6)</u>	09/27/2010	09/27/2010	D			25,000		05/12/2011	05/12/2014	Common Stock	25,000
Restricted Stock Unit	\$ 0.001 <u>(6)</u>	09/27/2010	09/27/2010	D			22,500		06/01/2010	06/01/2013	Common Stock	22,500
Restricted Stock Unit	\$ 0.001 <u>(6)</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
Lares Adriel G C/O 3PAR INC. 4209 TECHNOLOGY DRIVE FREMONT, CA 94538			VP, Finance and CFO	

Signatures

/s/ Ricardo E. Velez, Atty-in-Fact for Adriel G.
Lares

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).

Pursuant to the terms of a merger agreement between the issuer, Hewlett-Packard Company ("HP") and Rio Acquisition Corporation (the
(1) "Merger"), this option was assumed and exchanged for an option to purchase 33,277 shares of HP common stock at an exercise price per share of \$11.89.

Pursuant to the terms of the Merger, 15,000 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 37,436 shares of HP common stock at an exercise price per share of \$11.26.

Pursuant to the terms of the Merger, 30,000 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 \$10.78.

Pursuant to the terms of the Merger, 63,407 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 15,883 shares of HP common stock at an exercise price per share of \$13.47.

(5) 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.

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

(7) Pursuant to the terms of the Merger, this restricted stock unit was exchanged for a restricted stock unit covering 20,798 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 18,718 shares of HP common stock.

(9) 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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