

UNGER WILLIAM D  
Form 4  
February 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 \*  
**MAYFIELD IX**

(Last) (First) (Middle)  
2800 SAND HILL ROAD, SUITE 250  
(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
3PAR Inc. [PAR]

3. Date of Earliest Transaction (Month/Day/Year)  
01/28/2010

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) \_\_\_X\_\_\_ Other (specify below)

See Explanation of Responses

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/28/2010		S		15,108	D	\$ 10.5086 (1)
							3,693,681
Common Stock	01/28/2010		S		942	D	\$ 10.5086 (1)
							230,321
Common Stock	01/28/2010		S		314	D	\$ 10.5086 (1)
							76,775
Common Stock	01/28/2010		S		1,082	D	\$ 10.5086
							264,441

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Common Stock	01/28/2010	S	13,161	D	<sup>(1)</sup> \$ 10.5086	3,217,535	I <sup>(2)</sup> <sup>(3)</sup> <sup>(5)</sup> <u>(6)</u>	by MF IX
Common Stock	01/28/2010	S	693	D	<sup>(1)</sup> \$ 10.5086	169,343	I <sup>(2)</sup> <sup>(3)</sup> <sup>(5)</sup> <u>(6)</u>	by MF AIV

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 (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 Beneficially Owned Following Report Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYFIELD IX 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025				See Explanation of Responses
MAYFIELD IX MANAGEMENT LLC 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025				See Explanation of Responses
MAYFIELD ASSOCIATES FUND IV L P 2800 SAND HILL ROAD SUITE 250				See Explanation of Responses

