FONG KEVIN A Form 4 October 01, 2010

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FONG KEVIN A

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

3PAR Inc. [PAR]

09/27/2010

(Check all applicable)

5. Relationship of Reporting Person(s) to

C/O 3PAR INC. 4209

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

X\_ Director Officer (give title

10% Owner Other (specify

TECHNOLOGY DR.

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

Filed(Month/Day/Year)

FREMONT, CA 94538

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code 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)	or Di (D)	nired (A) isposed of r. 3, 4,				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Buy (Common Stock)	\$ 10.14	09/27/2010	09/27/2010	D		15,250	09/17/2010	09/17/2019	Common Stock	15,250
Right to Buy (Common Stock)	\$ 9.41	09/27/2010	09/27/2010	D		10,000	08/06/2010	08/06/2019	Common Stock	10,000
Right to Buy (Common Stock)	\$ 9.98	09/27/2010	09/27/2010	D		15,250	09/10/2009	09/10/2018	Common Stock	15,250
Right to Buy (Common Stock)	\$ 14	09/27/2010	09/27/2010	D		51,000	02/05/2009	02/05/2018	Common Stock	51,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
FONG KEVIN A C/O 3PAR INC. 4209 TECHNOLOGY DR. FREMONT, CA 94538	X				

# **Signatures**

/s/ Ricardo E. Velez, Atty-in-Fact for Kevin Fong 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).
- In connection with the completion of a cash tender offer launched by Rio Acquisition Corporation, a subsidiary of Hewlett-Packard

  Company ("HP"), to purchase all of Issuer's issued and outstanding common stock, 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.

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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