Gast Randall T 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 APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

10% Owner

Other (specify

0.5

burden hours per response...

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

may continue.

See Instruction

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

(Print or Type Responses)

1(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person *

Gast Randall T

(First) (Middle)

C/O 3PAR INC., 4209 **TECHNOLOGY DRIVE**

(Street)

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)

3.

6. Individual or Joint/Group Filing(Check

Issuer

below)

Director

X_ Officer (give title

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Corporate Operations

below)

Person

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

FREMONT, CA 94538

(City) 1. Title of

(State) (Zip)

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

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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 **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount 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	Amoun Numbe 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	30,00
Right to Buy (Common Stock)	\$ 9.36	09/27/2010	09/27/2010	D		40,000	06/01/2010	06/01/2019	Common Stock	40,00
Right to Buy (Common Stock)	\$ 8.96	09/27/2010	09/27/2010	D		35,000	08/05/2009	08/05/2018	Common Stock	35,00
Right to Buy (Common Stock)	\$ 3.44	09/27/2010	09/27/2010	D		154,999	06/05/2007	06/05/2016	Common Stock	154,9
Restricted Stock Unit	\$ 0.001 (5)	09/27/2010	09/27/2010	D		15,000	05/12/2011	05/12/2014	Common Stock	15,00
Restricted Stock Unit	\$ 0.001 (5)	09/27/2010	09/27/2010	D		15,000	06/01/2010	06/01/2013	Common Stock	15,00
Restricted Stock Unit	\$ 0.001 (5)	09/27/2010	09/27/2010	D		20,000	07/21/2012	07/21/2012	Common Stock	20,00

Reporting Owners

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

Signatures

/s/ Ricardo E. Velez, Atty-in-Fact for Randall T.

Gast

**Signature of Reporting Person Date

Date

Reporting Owners 2

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 24,957 shares of HP common stock at an exercise price per share of \$11.89.
- 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.
- 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.