Scott David C Form 4 August 28, 2009

FORM 4

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

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

SECURITIES

1(b).

(Print or Type Responses)

(11mt of Type	(Responses)							
1. Name and Scott Davi	Address of Reporting d C	Symbol	er Name and Tick	er or Tradir	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (Standard (First) (Fir		of Earliest Transa Day/Year) 2009	tion		_X_ Director _X_ Officer (gi below)	1	0% Owner Other (specify
FREMON'	(Street) T, CA 94538		endment, Date Onth/Day/Year)	ginal		6. Individual or Applicable Line) _X_ Form filed by Form filed by	y One Reporting	Person
(City)	(State)	(Zip) Tal				Person	0 D 61	
(City)	(State)	(Zip) Tal	ole I - Non-Deriv	tive Secur	ities Acc	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) Code (Inst. (Instr. 8)	curities Acc r Disposed : 3, 4 and 5	of (D)	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)
Common	06/01/2009	06/01/2009	J ⁽¹⁾ 120	021 D	\$0	0	I	By GRA

			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	06/01/2009	06/01/2009	<u>J(1)</u>	120,021	D	\$0	0	I	By GRAT
Common Stock	06/01/2009	06/01/2009	<u>J(2)</u>	120,021	D	\$0	0	I	By spouse's GRAT
Common Stock	06/01/2009	06/01/2009	J <u>(3)</u>	66,182	A	\$0	66,182	I	By irrevocable trust
Common Stock	06/01/2009	06/01/2009	J(4)	173,860	A	\$0	2,176,502	I	By Revocable Trust

OMB APPROVAL

Estimated average

burden hours per

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January 31,

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration Da	ate	Amou	ınt of	Derivative	
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) 1	Derivative	•		Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr.	3 and 4)		
	Security				1	Acquired						
	-				((A) or						
]	Disposed						
					(of (D)						
					((Instr. 3,						
					4	4, and 5)						
										Amount		
							Date	Expiration	m: d	or		
							Exercisable	Date	Title	Number		
				G 1		(A) (B)				of		
				Code	V ((A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
toporting of the remove removes	Director	10% Owner	Officer	Other				
Scott David C C/O 3PAR INC. 4209 TECHNOLOGY DR. FREMONT, CA 94538	X		President and CEO					

Signatures

Ricardo E. Velez, Atty-in-Fact for David C. Scott 08/28/2009

**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) Represents shares transferred by GRAT of Reporting Person to revocable and irrevocable family trusts of Reporting Person on June 1, 2009
- (2) Represents shares transferred by GRAT of spouse of Reporting Person to revocable and irrevocable family trusts on June 1, 2009
- (3) Includes 33,091 shares transferred from GRAT of Reporting Person and 33,091 shares transferred from GRAT of spouse of Reporting Person.
- (4) Includes 86,930 shares transferred from GRAT of Reporting Person and 86,930 shares transferred from GRAT of spouse of Reporting Person

Reporting Owners 2

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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.