

U.S. Auto Parts Network, Inc.  
 Form 4  
 May 19, 2008

**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 \*  
 Evangelist Shane N

(Last) (First) (Middle)

C/O U.S. AUTO PARTS NETWORK, INC., 17150 SOUTH MARGAY AVENUE

(Street)

CARSON, CA 90746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 U.S. Auto Parts Network, Inc.  
 [PRTS]

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2008

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)  
 Chief Executive Officer

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of 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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right To buy) <sup>(1)</sup>	\$ 3.72	05/15/2008		A	125,000	<sup>(2)</sup>	05/14/2018	Common Stock	125,000
Option (Right to Buy) <sup>(1)</sup>	\$ 3.72	05/15/2008		A	125,000	<sup>(3)</sup>	05/14/2018	Common Stock	125,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evangelist Shane N C/O U.S. AUTO PARTS NETWORK, INC. 17150 SOUTH MARGAY AVENUE CARSON, CA 90746			Chief Executive Officer	

## Signatures

/s/ MICHAEL J. MCCLANE, As Attorney-in-Fact for Shane N. Evangelist 05/19/2008

\*\*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) Granted pursuant to the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan.
  - Fifty percent (50%) of the option shares will vest and become exercisable if the monthly average closing sales price of the Company's common stock as reported by the NASDAQ (the "Average Closing Price") equals or exceeds \$6.00 per share in any consecutive three-month period prior to October 15, 2012. In no event shall any option shares vest or become exercisable after October 15, 2012.
  - Fifty percent (50%) of the option shares will vest and become exercisable if the monthly average closing sales price of the Company's common stock as reported by the NASDAQ ("the Average Closing Price") equals or exceeds \$8.00 per share in any consecutive three-month period prior to October 15, 2012. In no event shall any option shares vest or become exercisable after October 15, 2012.

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.