Nia Mehran
Form 4
April 13, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nia Mehran

(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)
04/11/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres. and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Option (right to buy) (1)	$ 5.81	04/11/2007	04/11/2007	A		249,326		03/31/2008(2)	04/10/2017	Common Stock	249,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nia Mehran C/O U.S. AUTO PARTS NETWORK, INC. 17150 SOUTH MARGAY AVENUE CARSON, CA 90746	X	X	Pres. and CEO	

Signatures

/s/ Jason R. Wisniewski, as Attorney-in-Fact for Mehran Nia	04/13/2007
**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.

(2) All of the options are performance based and only vest to the extent that U.S. Auto Parts Network, Inc.'s adjusted EBIDTA as reported in the Company's audited financial statements for the fiscal year ending December 31, 2007 ("EBITDA") exceeds $14.0 Million (the "Minimum Threshold"). Provided that on March 31, 2008, the Minimum Threshold of EBITDA is met, the optin will become exerciseable with respect to (i) 50% of the shares if EBITDA is at least $14.0 Million; (ii) 63% of the shares if EBIDTA is at least $15.0 Million; (iii) 75% of the shares if EBITDA is at least $16.0 Million, (iv) 80% of the shares if EBITDA is at least $17.0 Million; (v) 85% of the shares if EBIDTA is at least $18.0 Million; (vi) 92% of the shares if EBIDTA is at least $19.0 Million; and (vii) 100% if EBIDTA is at least $20.0 Million. No shares will vest if EBIDTA is less than $14.0 Million.

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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