

Crimi Stephen F
 Form 4
 July 01, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Crimi Stephen F

2. Issuer Name and Ticker or Trading Symbol
 3PAR Inc. [PAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O 3PAR INC., 4209
 TECHNOLOGY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 06/29/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Bus. Dev & Alliances

(Street)
 FREMONT, CA 94538

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | | |
| Common Stock | 06/29/2009 | 06/29/2009 | A | | 5,000 | A | \$ 3.58 | 45,319 | D |
| Common Stock | 06/29/2009 | 06/29/2009 | S ⁽¹⁾ | | 5,000 | D | \$ 12.63 | 40,319 | D |
| Common Stock | 07/01/2009 | 07/01/2009 | A | | 2,500 | A | \$ 3.58 | 42,819 | D |
| Common Stock | 07/01/2009 | 07/01/2009 | S ⁽¹⁾ | | 100 | D | \$ 12.33 | 42,719 | D |
| Common Stock | 07/01/2009 | 07/01/2009 | S ⁽¹⁾ | | 1,200 | D | \$ 12.32 | 41,519 | D |

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| | | | | | | | | | |
|--------------|------------|------------|--------------|-----|---|------------|--------|---|-------------------------------|
| Common Stock | 07/01/2009 | 07/01/2009 | <u>S</u> (1) | 900 | D | \$ 12.3 | 40,619 | D | |
| Common Stock | 07/01/2009 | 07/01/2009 | <u>S</u> (1) | 300 | D | \$ 12.3299 | 40,319 | D | |
| Common Stock | | | | | | | 5,000 | I | Under UTMA for minor child #1 |
| Common Stock | | | | | | | 5,000 | I | Under UTMA for minor child #2 |

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

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(9-02)

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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Right to Buy (Common Stock) | \$ 3.58 | 06/29/2009 | 06/29/2009 | M | 5,000 | 07/28/2007 07/28/2016 | Common Stock | 5,000 | |
| Right to Buy (Common Stock) | \$ 3.58 | 07/01/2009 | 07/01/2009 | M | 2,500 | 07/28/2007 07/28/2016 | Common Stock | 2,500 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Crimi Stephen F
C/O 3PAR INC.
4209 TECHNOLOGY DRIVE
FREMONT, CA 94538

VP, Bus. Dev & Alliances

Signatures

Ricardo E. Velez, Atty-in-Fact for Stephen F.
Crimi

07/01/2009

__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) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 21, 2008, modified on February 12, 2009.

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.