

Short Alastair A
Form 4
October 01, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Short Alastair A

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O 3PAR INC., 4209 TECHNOLOGY DRIVE

(Street)

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

VP, General Counsel

FREMONT, CA 94538

(City) (State) (Zip)

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 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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of 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	Amount Number Shares
Right to Buy (Common Stock)	\$ 9.89	09/27/2010	09/27/2010	D			35,000		05/12/2011	05/12/2020	Common Stock	35,000
Right to Buy (Common Stock)	\$ 9.36	09/27/2010	09/27/2010	D			50,000		06/01/2010	06/01/2019	Common Stock	50,000
Right to Buy (Common Stock)	\$ 8.96	09/27/2010	09/27/2010	D			50,000		08/05/2009	08/05/2018	Common Stock	50,000
Right to Buy (Common Stock)	\$ 0.86	09/27/2010	09/27/2010	D			25,000		02/03/2007	02/03/2016	Common Stock	25,000
Right to Buy (Common Stock)	\$ 0.58	09/27/2010	09/27/2010	D			100,000		11/17/2006	11/17/2015	Common Stock	100,000
Right to Buy (Common Stock)	\$ 0.46	09/27/2010	09/27/2010	D			17,491		04/01/2006	04/01/2015	Common Stock	17,491
Restricted Stock Unit	\$ 0.001 ⁽²⁾	09/27/2010	09/27/2010	D			20,000		05/12/2011	05/12/2014	Common Stock	20,000
Restricted Stock Unit	\$ 0.001 ⁽²⁾	09/27/2010	09/27/2010	D			18,750		06/01/2010	06/01/2013	Common Stock	18,750
Restricted Stock Unit	\$ 0.001 ⁽²⁾	09/27/2010	09/27/2010	D			20,000		07/21/2012	07/21/2012	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Short Alastair A C/O 3PAR INC. 4209 TECHNOLOGY DRIVE			VP, General Counsel	

FREMONT, CA 94538

Signatures

/s/ Ricardo E. Velez, Atty-in-Fact for Alastair A.
Short

09/30/2010

 **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).

In connection with the completion of a cash tender offer launched by Rio Acquisition Corporation, a subsidiary of Hewlett-Packard Company ("HP"), to purchase all of Issuer's issued and outstanding common stock, 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.
- (1) Represents par value of Issuer's common stock.
- (2) Pursuant to the terms of a merger agreement between the issuer, HP and Rio Acquisition Corporation (the "Merger"), this restricted stock unit was assumed and exchanged for a restricted stock unit covering 16,638 shares of HP common stock.
- (3) Pursuant to the terms of the Merger, this restricted stock unit was exchanged for a restricted stock unit covering 15,598 shares of HP common stock.
- (4) 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.
- (5) 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.
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