

Crimi Stephen F
Form 4
October 01, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Crimi Stephen F

(Last) (First) (Middle)

C/O 3PAR INC., 4209
TECHNOLOGY DRIVE

(Street)

FREMONT, CA 94538

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Bus. Dev & Alliances

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 | (D) | Price |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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 or Number of 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 | | | 40,000 | 06/01/2010 | 06/01/2019 | Common Stock | 40,000 | |
| Right to Buy (Common Stock) | \$ 8.96 | 09/27/2010 | 09/27/2010 | D | | | 35,000 | 08/05/2009 | 08/05/2018 | Common Stock | 35,000 | |
| Right to Buy (Common Stock) | \$ 3.58 | 09/27/2010 | 09/27/2010 | D | | | 44,999 | 07/28/2007 | 07/26/2016 | Common Stock | 44,999 | |
| Restricted Stock Unit | \$ 0.001 (5) | 09/27/2010 | 09/27/2010 | D | | | 20,000 | 05/12/2011 | 05/12/2014 | Common Stock | 20,000 | |
| Restricted Stock Unit | \$ 0.001 (5) | 09/27/2010 | 09/27/2010 | D | | | 15,000 | 06/01/2010 | 06/01/2013 | Common Stock | 15,000 | |
| Restricted Stock Unit | \$ 0.001 (5) | 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 |
| Crimi Stephen F C/O 3PAR INC. 4209 TECHNOLOGY DRIVE FREMONT, CA 94538 | | | VP, Bus. Dev & Alliances | |

Signatures

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

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).

Pursuant to the terms of a merger agreement between the issuer, Hewlett-Packard Company ("HP") and Rio Acquisition Corporation (the
(1) "Merger"), this option was assumed and exchanged for an option to purchase 29,117 shares of HP common stock at an exercise price per share of \$11.89.

Pursuant to the terms of the Merger, 10,000 shares under this option were not assumed by HP and were cancelled in exchange for a cash
(2) 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. The remaining shares under the option were assumed and exchanged for an option to purchase 24,957 shares of HP common stock at an exercise price per share of \$11.26.

Pursuant to the terms of the Merger, 17,500 shares under this option were not assumed by HP and were cancelled in exchange for a cash
(3) 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. The remaining shares under the option were assumed and exchanged for an option to purchase 14,558 shares of HP common stock at an exercise price per share of \$10.78.

(4) Pursuant to the terms of the Merger, 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.

(5) Represents par value of Issuer's common stock.

(6) 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.

(7) Pursuant to the terms of the Merger, this restricted stock unit was exchanged for a restricted stock unit covering 12,478 shares of HP common stock.

(8) 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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