

Short Alastair A
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Short Alastair A

(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) below)

VP, General Counsel

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.

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information contained in this form are not
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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) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--------------------------------------|------------------------------------|------------------|------------|---|---|---------------------|-----------------------|-----------------|----------------------------|
| | | | | Code | V | | | | |
| 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).

- (1) 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.
- (2) Represents par value of Issuer's common stock.
- (3) 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.
- (4) 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.
- (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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