

Scott David C  
Form 4  
August 28, 2009

**FORM 4**

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

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).

**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 \*  
Scott David C

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 DR.

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(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	06/01/2009	06/01/2009	J <sup>(1)</sup>		120,021	D	\$ 0 0	I By GRAT
Common Stock	06/01/2009	06/01/2009	J <sup>(2)</sup>		120,021	D	\$ 0 0	I By spouse's GRAT
Common Stock	06/01/2009	06/01/2009	J <sup>(3)</sup>		66,182	A	\$ 0 66,182	I By irrevocable trust
Common Stock	06/01/2009	06/01/2009	J <sup>(4)</sup>		173,860	A	\$ 0 2,176,502	I By Revocable Trust

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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)

Table with 10 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4). Includes sub-headers for Date Exercisable and Expiration Date, and Title and Number of Shares.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: Scott David C, C/O 3PAR INC., 4209 TECHNOLOGY DR., FREMONT, CA 94538, President and CEO.

Signatures

Ricardo E. Velez, Atty-in-Fact for David C. Scott, 08/28/2009. \*\*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) Represents shares transferred by GRAT of Reporting Person to revocable and irrevocable family trusts of Reporting Person on June 1, 2009.
(2) Represents shares transferred by GRAT of spouse of Reporting Person to revocable and irrevocable family trusts on June 1, 2009
(3) Includes 33,091 shares transferred from GRAT of Reporting Person and 33,091 shares transferred from GRAT of spouse of Reporting Person.
(4) Includes 86,930 shares transferred from GRAT of Reporting Person and 86,930 shares transferred from GRAT of spouse of Reporting Person

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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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