

Singhal Ashok
Form 4
June 03, 2010

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 *
Singhal Ashok

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

FREMONT, CA 4538

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2010

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)
CTO, System Architecture

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 06/01/2010 | 06/01/2010 | C | 6,250 A \$ 0 | 572,349 | D | |
| Common Stock | 06/01/2010 | 06/01/2010 | F | 2,326 D \$ 10.64 | 570,023 | D | |
| Common Stock | | | | | 27,500 | I | See Footnote (1) |
| Common Stock | | | | | 27,500 | I | See Footnote (2) |

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit | \$ 0.001 (3) | 06/01/2010 | 06/01/2010 | C | 6,250 | (4) (4) | Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Singhal Ashok C/O 3PAR INC. 4209 TECHNOLOGY DRIVE. FREMONT, CA 4538 | | | CTO, System Architecture | |

Signatures

/s/ Ricardo E. Velez, Atty-in-Fact for Ashok Singhal
Date: 06/03/2010

**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) As custodian for minor child #1.
- (2) As custodian for minor child #2.
- (3) Represents par value of PAR common stock.

(4) 25% of the restricted stock unit granted on June 1, 2009 became vested on June 1, 2010 and shares were delivered to reporting person on that date. The restricted stock unit will continue to vest as to 25% of the restricted stock unit annually, and shares will be distributed to the reporting person on each vest date.

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