

UNGER WILLIAM D
Form 4
February 11, 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 *
MAYFIELD IX

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)
2800 SAND HILL ROAD, SUITE 250

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2010

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

See Explanation of Responses

(Street)

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

MENLO PARK, CA 94025

(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	Price	
Common Stock	02/09/2010		S		133,174	\$ 9.4303 (1)	D (2) (3) (4) (6)
Common Stock	02/09/2010		S		8,304	\$ 9.4303 (1)	I (2) (3) (4) (6) by MF XI
Common Stock	02/09/2010		S		2,768	\$ 9.4303 (1)	I (2) (3) (4) (6) by MF AVI
Common Stock	02/09/2010		S		9,534	\$ 9.4303	I (2) (3) (4) (6) by MPF II

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Common Stock	02/09/2010	S	116,007	D	<u>(1)</u> \$ 9.4303	3,091,983	I <u>(2)</u> <u>(3)</u> <u>(5)</u> <u>(6)</u>	by MF IX
Common Stock	02/09/2010	S	6,106	D	<u>(1)</u> \$ 9.4303	162,735	I <u>(2)</u> <u>(3)</u> <u>(5)</u> <u>(6)</u>	by MF AIV

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 (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 Following Report Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYFIELD IX 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025				See Explanation of Responses
MAYFIELD IX MANAGEMENT LLC 2800 SAND HILL ROAD SUITE 250 MENLO PARK, CA 94025				See Explanation of Responses
MAYFIELD ASSOCIATES FUND IV L P 2800 SAND HILL ROAD SUITE 250				See Explanation of Responses

