Siminoff Ellen F Form 4 January 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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(b).

may continue.

See Instruction

1. Name and Address of Reporting Person *

Siminoff Ellen F

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

U.S. Auto Parts Network, Inc.

[PRTS]

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

(Month/Day/Year)

X__ Director 10% Owner

(Check all applicable)

Officer (give title

Other (specify

C/O US AUTO PARTS NETWORK, 01/03/2012

(State)

(First)

INC., 17150 MARGAY AVENUE (Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CARSON, CA 90746

2. Transaction Date	2A. Deemed	3.	4. Securities A	Acquired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	f Transaction(A) or Disposed of			Securities	Form: Direct	Indirect
	any	Code	(D)		Beneficially	(D) or	Beneficial
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and	d 5)	Owned	Indirect (I)	Ownership
			(4)		Following	(Instr. 4)	(Instr. 4)
					Reported		
)	Transaction(s)		
		C + V		ъ.	(Instr. 3 and 4)		
		Code v	Amount (D				
01/03/2012		A(1)	2,299 A	\$ 4.62	39,968	D	
	(Month/Day/Year)	any (Month/Day/Year)	(Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	(Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and or Code V Amount (D)	(Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	(Month/Day/Year) Execution Date, if any Code (D) Securities Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4)	(Month/Day/Year) Execution Date, if any Code (D) Securities Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) (A) Reported Transaction(s) (Instr. 3 and 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Siminoff Ellen F C/O US AUTO PARTS NETWORK, INC. 17150 MARGAY AVENUE CARSON, CA 90746

X

Signatures

/s/ Bryan P. Stevenson, as Attorney-in-Fact for Ellen F.
Siminoff
01/03/2012

**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) Shares were awarded pursuant to the U.S. Auto Parts Network, Inc. Director Payment Election Plan in lieu of retainer fees equal to \$10,625.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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