Harvey Paul L Form 4 July 28, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Harvey Paul L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

3PAR Inc. [PAR]

(Month/Day/Year)

(First) (Middle) (Last)

(State)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title

C/O 3PAR INC., 4209 TECHNOLOGY DR.

05/30/2008

Other (specify below) VP, Customer Services

(Check all applicable)

(Street) 4. If Amendment, Date Original

Applicable Line)

below)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

FREMONT, CA 94538

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

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (T) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

Edgar Filing: Harvey Paul L - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	f			
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Right to buy (Common Stock)	\$ 8.86	05/30/2008	05/30/2008	A	25,000	05/30/2009(1)	05/30/2018	Common Stock	25,0
Restricted Stock Unit	\$ 0.001 (2)	07/21/2008	07/21/2008	A	20,000	(3)	<u>(3)</u>	Common Stock	20,0

Reporting Owners

Director 10% Owner Officer Other

Harvey Paul L C/O 3PAR INC.

4209 TECHNOLOGY DR. VP, Customer Services

FREMONT, CA 94538

Signatures

Ricardo E. Velez, Atty-in-Fact for Paul
Harvey
07/28/2008

**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 an option in which 25% of the shares subject to the option become vested and exercisable on each anniversary of the vesting commencement date.
- (2) Represents the par value of PAR Common Stock
- (3) 100% of the restricted stock unit will vest on July 21,2012. Vested shares will be delivered to the reporting person on the vest date.

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.

Reporting Owners 2