UNGER WILLIAM D

Form 4

January 21, 2010

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

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

January 31, Expires: 2005

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Estimated average

See Instruction

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 * MAYFIELD IX (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol 3PAR Inc. [PAR]	5. Relationship of Reporting Person(s) to Issuer			
			3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
2800 SAND HILL ROAD, SUITE 250			01/19/2010	Officer (give title _X_ Other (specify below) See Explanation of Responses			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person			
MENLO PARK, CA 94025				_X_ 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)	ransactiorDisposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	01/19/2010		S	217,215	D	\$ 11.3306 (1)	3,983,137	$D_{\underline{(4)}} (2) (3) (4) (6)$		
Common Stock	01/19/2010		S	13,545	D	\$ 11.3306 (1)	248,370	I (2) (3) (4) (6)	by MF XI	
Common Stock	01/19/2010		S	4,515	D	\$ 11.3306 <u>(1)</u>	82,791	I (2) (3) (4) (6)	by MF AVI	
Common Stock	01/19/2010		S	15,551	D	\$ 11.3306	285,164	I (2) (3) (4) (6)	by MPF II	

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					<u>(1)</u>			
Common Stock	01/19/2010	S	189,215	D	\$ 11.3306 (1)	3,469,677	I (2) (3) (5) (6)	by MF IX
Common Stock	01/19/2010	S	9,959	D	\$ 11.3306 (1)	182,614	I (2) (3) (5) (6)	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.

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Title Amoun Underly Securiti (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	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				

Reporting Owners 2

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MENLO PARK, CA 94025

HEIDRICH A GRANT III 2800 SAND HILL ROAD

SUITE 250

MENLO PARK, CA 94025

MYERS FRANK GJR

2800 SAND HILL ROAD

SUITE 250

MENLO PARK, CA 94025

UNGER WILLIAM D

2800 SAND HILL ROAD

SUITE 250

MENLO PARK, CA 94025

AUKEN WENDELL G VAN III 2800 SAND HILL ROAD

SUITE 250

MENLO PARK, CA 94025

See Explanation of

Responses

See Explanation of

Responses

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Responses

Signatures

James T. Beck, Attorney-In-Fact for each of the Reporting Persons

01/21/2010

**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).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$11.25 to \$11.52, inclusive.
- The Reporting Persons undertake to provide to 3PAR Inc., any security holder of 3PAR Inc., or the staff of the Securities and Exchange (2) Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
- The Reporting Persons for this Form 4 include Yogen K. Dalal; A. Grant Heidrich, III; David J. Ladd; Allen L. Morgan; F. Gibson (3) Myers, Jr.; Janice M. Roberts; William D. Unger; Wendell G. Van Auken, III; Robert T. Vasan and the entities named in footnotes (4) and (5) below. Electronic filing limits the number of filers on any one Form 4 to 10. This Form 4 is filed as Part 2 of 2.
 - Mr. Dalal, Mr. Ladd, Mr. Morgan, Ms. Roberts and Mr. Vasan are Managing Directors of Mayfield XI Management, LLC, which is the sole General Partner of each of Mayfield XI Qulaified (MF XI Q), Mayfield XI (MF XI) and Mayfield Associates Fund VI (MF AVI),
- (4) and is the sole Managing Director of Mayfield Principals Fund II (MPF II). Such individual Reporting Persons may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by MF XI Q, MF XI, MF AVI and MPF II, but disclaim such beneficial ownership, except to the extent of their pecuniary interest therein.
- Mr. Dalal, Mr. Heidrich, Mr. Myers, Mr. Unger and Mr. Van Auken are Managing Directors of Mayfield IX Management, LLC, which is the sole General Partner of Mayfield IX (MF IX) and Mayfield Associates Fund IV (MF AIV). Such individual Reporting Persons may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by MF IX and MF AIV, but disclaim such beneficial ownership, except to the extent of their pecuniary interest therein.
- (6) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of equity securities covered by this statement.

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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