UNGER WILLIAM D
Form 4
February 18, 2010

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAYFIELD IX

(Last) (First) (Middle)

2800 SAND HILL ROAD, SUITE 250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Explanation of Responses

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2010		S		177,622	D	$ 9.4779 (1)	3,134,943	D (2) (3) (4) (6)	
Common Stock	02/16/2010		S		11,076	D	$ 9.4779 (1)	195,481	I (2) (3) (4) (6)	by MF XI
Common Stock	02/16/2010		S		3,692	D	$ 9.4779 (1)	65,161	I (2) (3) (4) (6)	by MF AVI
Common Stock	02/16/2010		S		12,716	D	$ 9.4779	224,439	I (2) (3) (4) (6)	by MPF II

Common Stock	02/16/2010	S	154,725	D	$ 9.4779 (1)	2,730,822	I (2) (3) (5) (6)	by MF IX
Common Stock	02/16/2010	S	8,143	D	$ 9.4779 (1)	143,727	I (2) (3) (5) (6)	by MF AIV

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)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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

MENLO PARK, CA 94025

HEIDRICH A GRANT III
2800 SAND HILL ROAD
SUITE 250
MENLO PARK, CA 94025

See Explanation of Responses

MYERS FRANK G JR
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SUITE 250
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See Explanation of Responses

UNGER WILLIAM D
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See Explanation of Responses

AUKEN WENDELL G VAN III
2800 SAND HILL ROAD
SUITE 250
MENLO PARK, CA 94025

See Explanation of Responses

Signatures

James T. Beck, Attorney-In-Fact for each of the Reporting Persons — 02/18/2010

**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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $9.36 to $9.74, inclusive.

(2) The Reporting Persons undertake to provide to 3PAR Inc., any security holder of 3PAR Inc., or the staff of the Securities and Exchange 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.

(3) The Reporting Persons for this Form 4 include Yogen K. Dalal; A. Grant Heidrich, III; David J. Ladd; Allen L. Morgan; F. Gibson 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.

(4) 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), 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.

(5) 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.
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