Edgar Filing: UNGER WILLIAM D - Form 4

UNGER W											
February 17										PROVAL	
FORM	A 4 UNITED	STATES					NGE C	OMMISSION	OMB	3235-0287	
Check the	his box		Wa	shington	, D.C. 20	549			Number: Expires:	January 31,	
if no lor subject Section Form 4 Form 5	to STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								2005 verage rs per 0.5	
obligatio may cor <i>See</i> Inst 1(b).	ons ntinue. Section 17(a) of the H	Public U		ding Con	npany	y Act of	1935 or Section	I		
(Print or Type	Responses)										
1. Name and MAYFIEL	Address of Reporting D IX	Person <u>*</u>	Symbol	er Name and		Tradii	0	5. Relationship of l Issuer	Reporting Pers	on(s) to	
				Inc. [PAR of Earliest Ti	-			(Check all applicable)			
2800 SANI 250	(Month/Day/Year) 02/12/2010					Director10% Owner Officer (give titleX Other (specify below) below) See Explanation of Responses					
Filed(N				-				 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting 			
	ARK, CA 94025							Person		porting	
(City)	(State)	(Zip)					-	iired, Disposed of,		-	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if			3. Transactic Code (Instr. 8)	4. Securit pror Dispos (Instr. 3, 4	ed of ((D)	 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Let 2 = 14) 	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price \$	(Instr. 3 and 4)			
Common Stock	02/12/2010			S	97,556	D	9.3739 (1)	3,312,565	$\frac{D}{(6)} \xrightarrow{(2)} \xrightarrow{(3)} \xrightarrow{(4)}$		
Common Stock	02/12/2010			S	6,083	D	\$ 9.3739 (1)	206,557	$\frac{I}{(6)} \frac{(2)}{(3)} \frac{(4)}{(4)}$	by MF XI	
Common Stock	02/12/2010			S	2,028	D	\$ 9.3739 (1)	68,853	$I \xrightarrow{(2)} (3) \xrightarrow{(4)}$	by MF AVI	
Common Stock	02/12/2010			S	6,984	D	\$ 9.3739	237,155	$I \xrightarrow{(2)} (3) \xrightarrow{(4)}$	by MPF II	

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					(1)			
Common Stock	02/12/2010	S	84,980	D	\$ 9.3739 (1)	2,885,547	$I \xrightarrow{(2)} (3) \xrightarrow{(5)}$	by MF IX
Common Stock	02/12/2010	S	4,473	D	\$ 9.3739 (1)	151,870	$I \xrightarrow{(2)} (3) \xrightarrow{(5)}$	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 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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact: Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships							
FB	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

MYERS FRANK G JR 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

Signatures

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

See Explanation of Responses

See Explanation of Responses

See Explanation of Responses

See Explanation of Responses

**Signature of Reporting Person

02/17/2010 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 \$9.30 to \$9.49, 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

- (5) the sole constant range of Mayneid PC (MFPAP) and Mayneid Associates range V (MPPAP), such individual Reporting Persons 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.