

U.S. Auto Parts Network, Inc.
 Form 4
 May 21, 2008

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Nia Mehran

2. Issuer Name and Ticker or Trading Symbol
 U.S. Auto Parts Network, Inc.
 [PRTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O US AUTO PARTS NETWORK, INC., 17150 MARGAY AVENUE

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CARSON, CA 90746

(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)	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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/21/2008	05/21/2008	P	1,540,372 A \$ 2.22	5,823,083	I	By Nia Living Trust dated September 2, 2004 ⁽¹⁾
Common Stock					213,979	I	By Mehran Nia Annuity Trust, Established November 18, 2006 ⁽²⁾

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) These shares are owned directly by the Nia Living Trust, Established September 2, 2004 and indirectly by Mehran Nia as co-trustee of the trust, of which Mr. Nia is a beneficiary.
- (2) These shares are owned directly by the Mehran Nia Annuity Trust, Established November 18, 2006 and indirectly by Mehran Nia as co-trustee and sole beneficiary of the trust.

These shares are owned directly by the Fariba Nia Annuity Trust, Established November 18, 2006 and indirectly by Mehran Nia as a
- (3) co-trustee of the trust, the sole beneficiary of which is Mr. Nia's spouse. Mr. Nia disclaims beneficial interest in each of the foregoing trusts except to the extent of his pecuniary interest therein.

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.