FISCHER CHARLES

Form 4

November 09, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

FISCHER CHARLES

2. Issuer Name and Ticker or Trading

Symbol

U.S. Auto Parts Network, Inc.

[PRTS]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Officer (give title below)

Director

Issuer

Other (specify below)

10% Owner

C/O US AUTO PARTS NETWORK, 10/29/2009 INC., 17150 MARGAY AVENUE

(State)

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Sr. VP of Purchasing

Applicable Line)

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

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

CARSON, CA 90746

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

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

(A)

5. Amount of Securities Beneficially Owned Following Reported

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

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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.

SEC 1474 (9-02)

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

1. Title of Derivative Conversion (Month/Day/Year) Execution Date, if

3. Transaction Date 3A. Deemed

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

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Security	or Exercise		any	Code	Securities	(Month/Day/Year))	(Instr. 3 and 4	4)
(Instr. 3) Price of		(Month/Day/Year)		(Instr. 8)	Acquired (A	Acquired (A)			
	Derivative				or Disposed of				
	Security				(D) (Instr. 3, 4,				
					and 5)				
				Code V	(A) (I	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option (right to buy) (1)	\$ 5.4	10/29/2009		A	50,000	10/29/2010(2)	10/28/2019	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Kiatonsinps					
	Director	10% Owner	Officer	Other		

FISCHER CHARLES C/O US AUTO PARTS NETWORK, INC. 17150 MARGAY AVENUE CARSON, CA 90746

Sr. VP of Purchasing

Relationshins

Signatures

/s/ Charles
Fischer

**Signature of Reporting Person

Approximate the process of the process of

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) Granted pursuant to the U.S. Auto Parts Network, Inc. 2007 Omnibus Incentive Plan.

The option vests and becomes exercisable for 25% of the option shares on October 29, 2010, and the remaining option shares vest and become exercisable thereafter in a serious of 36 equal monthly installments. Notwithstanding the foregoing, no opotion, even if vested, shall be exercisable until the optionee meets certain performance requirements.

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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