

Nia Mehran
 Form 4
 March 12, 2010

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

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

03/10/2010

(Street)

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 | 03/10/2010 | | M | | 124,663 | A | \$ 5.81 |
| | | | | | 5,356,480 | I | |
| Common Stock | 03/10/2010 | | F ⁽⁴⁾ | | 97,746 | D | \$ 7.41 |
| | | | | | 5,258,734 | I | |
| | | | | | 213,979 | I | |

By Nia Living Trust dated September 2, 2004 ⁽¹⁾

By Nia Living Trust dated September 2, 2004 ⁽¹⁾

| | | | | | | |
|-----------------|--|---------|---|--|--|--|
| Common Stock | | | | | | By Mehran Nia Annuity Trust, Established November 18, 2006 ⁽²⁾ |
| Common Stock | | 213,979 | I | | | By Fariba Nia Annuity Trust, Established November 18, 2006 ⁽³⁾ |

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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(9-02)

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 Underlying Securities (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|---|--|--|-----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Option | \$ 5.81 | 03/10/2010 | | M | 124,663 | 04/11/2011 ⁽⁵⁾ | 04/11/2017 | Common Stock | 124,663 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nia Mehran C/O US AUTO PARTS NETWORK, INC. 17150 MARGAY AVENUE CARSON, CA 90746 | | X | | |

Signatures

/s/ Mehran Nia 03/12/2010
 **Signature of Date
 Reporting Person

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.
- (4) The payment to acquire the 26,917 shares of stock was made through surrender of options to purchase 97,746 shares in an exempt transaction.
- (5) Shares vested 25% after year 1 and monthly over the next 36 months.

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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