PHELPS BARRY Form 4 May 16, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to Issuer

PHELPS BARRY

(Last)

Symbol

(Check all applicable)

U.S. Auto Parts Network, Inc.

[PRTS]

305 SCARBOROUGH ST.

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

05/15/2012

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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

(Instr. 4)

Person

THOUSAND OAKS, CA 91361

2. Transaction Date 2A. Deemed

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

1.Title of Security (Instr. 3)

(City)

(Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

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

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

Ownership (Instr. 4)

(A) or

Reported Transaction(s) (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.

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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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and TransactionDerivative Derivative Conversion (Month/Day/Year) **Expiration Date** Execution Date, if Code (Month/Day/Year) Security or Exercise Securities any

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Amount Date or Number of Share Option Common (right To \$ 3.76 05/15/2012 A 20,000 05/15/2013(2) 05/16/2022 20,000 Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PHELPS BARRY
305 SCARBOROUGH ST. X
THOUSAND OAKS, CA 91361

Signatures

buy) (1)

/s/ Bryan P. Stevenson, as Attorney-in-Fact for Barry
Phelps

05/16/2012

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

Thirty-three percent (33%) of the option shares vest and become exercisable upon the first anniversary of the date of grant, and thereafter (2) the balance of the option shares vest and become exercisable in a series of twenty-four equal monthly installments over the two year period measured from the one year anniversary of the date of grant.

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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