

Pine Richard E
Form 4
April 13, 2007

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 *
Pine Richard E

(Last) (First) (Middle)

C/O U.S. AUTO PARTS NETWORK, INC., 17150 SOUTH MARGAY AVENUE

(Street)

CARSON, CA 90746

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/11/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
V.P. of Strategic Planning

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

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 Ownership (Instr. 4)		
				(A) or (D)	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)

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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 of Underlying Securities (Instr. 3 and 4)
Option (right to buy) ⁽¹⁾	\$ 5.81	04/11/2007	04/11/2007	A	124,663	03/31/2008 ⁽²⁾ 04/10/2017	Common Stock 124,663

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pine Richard E C/O U.S. AUTO PARTS NETWORK, INC. 17150 SOUTH MARGAY AVENUE CARSON, CA 90746	X		V.P. of Strategic Planning	

Signatures

/s/ Jason R. Wisniewski, as Attorney-in-Fact for Richard E. Pine
 04/13/2007
**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

All of the options are performance based and only vest to the extent that U.S. Auto Parts Network, Inc.'s adjusted EBIDTA as reported in the Company's audited financial statements for the fiscal year ending December 31, 2007 ("EBITDA") exceeds \$14.0 Million (the "Minimum Threshold"). Provided that on March 31, 2008, the Minimum Threshold of EBITDA is met, the option will become

- (2) exercisable with respect to (i) 50% of the shares if EBITDA is at least \$14.0 Million; (ii) 63% of the shares if EBITDA is at least \$15.0 Million; (iii) 75% of the shares if EBITDA is at least \$16.0 Million, (iv) 80% of the shares if EBITDA is at least \$17.0 Million; (v) 85% of the shares if EBITDA is at least \$18.0 Million; (vi) 92% of the shares if EBITDA is at least \$19.0 Million; and (vii) 100% if EBITDA is at least \$20.0 Million. No shares will vest if EBITDA is less than \$14.0 Million.

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.