U.S. Auto Parts Network, Inc.

Form 4 September	24, 2007							
FORM	ЛЛ							PPROVAL
	•••• UNITED	STATES SI	ECURITIES A Washington			COMMISSIO	N OMB Number:	3235-0287
Check t if no lot subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons ntinue.	rsuant to Sec (a) of the Pub	CHANGES IN SECUE	BENEFIC RITIES ne Securitie ding Comp	CIAL OV es Exchan pany Act o	WNERSHIP OI ge Act of 1934, of 1935 or Secti 940	Expires: Estimated burden hou response.	urs per
(Print or Type	Responses)							
1. Name and Siminoff E	Address of Reporting Ellen F	Sy U.	. Issuer Name <b>an</b> mbol .S. Auto Parts 2 RTS]			Issuer	of Reporting Per eck all applicabl	
	(First) ( CIENT FRONTIE ELLIS STREET	Middle) 3. (M	Date of Earliest T Ionth/Day/Year) 5/22/2007	ransaction		X Director Officer (give below)		% Owner her (specify
MOUNTA	(Street) JN VIEW, CA 94	Fil	If Amendment, D ed(Month/Day/Yea	-		Applicable Line) _X_ Form filed by	Joint/Group Fili y One Reporting P More than One R	erson
(City)	(State)	(Zip)				Person		
	, <i>,</i>	-				equired, Disposed		-
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code		A) or f (D) and 5) A)	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 Beneficial Ownership (Instr. 4)
Reminder: Re	eport on a separate line	e for each class	of securities bene	ficially owne	d directly of	r indirectly.		
				informa require	ition conta d to respo s a curren	oond to the colle ained in this form nd unless the fo tly valid OMB co	n are not orm	SEC 1474 (9-02)
	Tab		ve Securities Acq s, calls, warrants			Beneficially Owne ecurities)	d	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

## Edgar Filing: U.S. Auto Parts Network, Inc. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		r)	(Instr. 3 and 4	4)
				Code V	(A) (E	) Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option (right to buy) (1)	\$ 9.41	06/22/2007		А	20,000	06/22/2008 <u>(2)</u>	06/21/2017	Common Stock	20,000

## **Reporting Owners**

Reporting Owner Name / Add	ress		Relationships			
F		Director	10% Owner	Officer	Other	
Siminoff Ellen F C/O EFFICIENT FRONTIER 555 ELLIS STREET MOUNTAIN VIEW, CA 940		Х				
Signatures						
/s/ Ellen F. 0 Siminoff	9/24/200	7				
<u>**</u> 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.