

SCHWARTZ JEFFREY A
Form 4
August 19, 2010

FORM 4

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

OMB APPROVAL

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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 *
SCHWARTZ JEFFREY A

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)
08/17/2010

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

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

(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. Code | | 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) |
|---------------------------------|--------------------------------------|--|------------|------------|---|-------|---|--|-----------------------------------|
| | | | (Instr. 8) | (Instr. 8) | (A) or (D) | Price | | | |
| Common Stock | 08/17/2010 | | S | V | 400 | D | \$ 8.26 | 9,600 | D |
| Common Stock | 08/17/2010 | | S | V | 7,100 | D | \$ 8.25 | 2,500 | D |
| Common Stock | 08/17/2010 | | S | V | 800 | D | \$ 8.2 | 1,700 | D |
| Common Stock | 08/17/2010 | | S | V | 1,100 | D | \$ 8.19 | 600 | D |
| | 08/17/2010 | | S | V | 600 | D | | 0 | D |

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Common Stock \$ 8.18

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 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) | \$ 3.06 | 08/17/2010 | | M | 10,000 | 05/02/2009 ⁽¹⁾ 05/01/2018 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWARTZ JEFFREY A C/O U.S. AUTO PARTS NETWORK, INC. 17150 SOUTH MARGAY AVENUE CARSON, CA 90746 | | X | | |

Signatures

/s/ Amy B. Krallman, as Attorney-in-Fact for Jeffery Schwartz 08/19/2010

**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) One-hundred percent (100%) of the option shares vested and became exercisable upon the first 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.