

Khazani Sol
Form 4
January 26, 2011

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 *
Khazani Sol

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

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

01/24/2011

(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 | (D) | Price |
| Common Stock | 01/24/2011 | | S ⁽⁴⁾ | | 20,000 | D | \$ 9.221 |
| | | | | | 1,907,137 | I | |
| Common Stock | | | | | 213,979 | I | |

Sol Khazani Living Trust established June 1, 2007 ⁽¹⁾

Sol Khazani Annuity Trust, Established November 18, 2006 ⁽²⁾

| | | | |
|-----------------|---------|---|--|
| Common Stock | 213,979 | I | Mina Khazani 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.

SEC 1474
(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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

| | | | | | | | |
|------|---|-----|-----|---------------------|--------------------|-------|--|
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Khazani Sol
C/O US AUTO PARTS NETWORK, INC.
17150 MARGAY AVENUE
CARSON, CA 90746

X

Signatures

/s/ Sol Khazani 01/26/2011

**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 Sol Khazani Living Trust, Established June 1, 2007 and indirectly by Sol Khazani as co-trustee of the trust, of which Mr. Khazani is a beneficiary.
- (2) These shares are owned directly by the Sol Khazani Annuity Trust, Established November 18, 2006 and indirectly by Sol Khazani as co-trustee of the trust, of which Mr. Khazani is the sole beneficiary.
- (3) These shares are owned directly by the Mina Khazani Annuity Trust, Established November 18, 2006 and indirectly by Sol Khazani as co-trustee of the trust, of which Mr. Khazani's spouse is the sole beneficiary.
- (4) Shares were sold subject to a 10b5-1 plan established August 25, 2010.

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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