FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Nia Mehran	U.S. Auto Parts Network, Inc. [PRTS]	__X__ Director __X__ 10% Owner
(Last) (First) (Middle) C/O US AUTO PARTS NETWORK, INC., 17150 MARGAY AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2009	Officer (give title below) Other (specify below)
(Street) CARSON, CA 90746	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/25/2009	08/25/2009	S		5,917	D	$ 5.5	5,803,720	I	By Nia Living Trust dated September 2, 2004 (1)
Common Stock	08/26/2009	08/26/2009	S		15,422	D	$ 5.5381	5,788,298	I	By Nia Living Trust dated September 2, 2004 (1)
Common Stock	08/27/2009	08/27/2009	S		12,016	D	$ 5.5489	5,776,282	I	By Nia Living Trust dated September 2, 2004 (1)
Common Stock								213,979	I	By Mehran Nia Annuity Trust, Established November 18, 2006 (2)
Common Stock								213,979	I	By Fariba Nia Annuity Trust, Established November 18, 2006 (3)

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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

				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
Nia Mehran C/O US AUTO PARTS NETWORK, INC. 17150 MARGAY AVENUE CARSON, CA 90746	X	X		

Signatures

/s/ Mehran Nia		08/27/2009
**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)** These shares are owned directly by the Nia Living Trust, Established September 2, 2004 and indirectly by Mehran Nia as co-trustee of the trust, of which Mr. Nia is a beneficiary.
- **(2)** These shares are owned directly by the Mehran Nia Annuity Trust, Established November 18, 2006 and indirectly by Mehran Nia as co-trustee and sole beneficiary of the trust.
- **(3)** These shares are owned directly by the Fariba Nia Annuity Trust, Established November 18, 2006 and indirectly by Mehran Nia as a co-trustee of the trust, the sole beneficiary of which is Mr. Nia's spouse. Mr. Nia disclaims beneficial interest in each of the foregoing trusts excpet to the extent of his pecuniary interest therein.

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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