FORM 4
Check this box if no

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

(Print or Type Responses)

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

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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Re PHELPS BARRY	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) X Director 10% Owner				
305 SCARBOROUGH	(First) ST.		3. Date of Earliest Transaction (Month/Day/Year) 05/02/2008						her (specify belo	w)	
THOUSAND OAKS, O		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 2. Transaction (Instr. 3) Date (Month/Day/Yet			Execution Date, if any	(Instr. 8)		(A) or Disposed of (D)			Transaction(s)		Beneficial
			(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)

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 SEC 1474 (9-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)														
of 2.	3. Transaction	3A. Deemed	4.		5. Number 6. Date Exercisable and		ble and	7. Title and		8. Price of	9. Number of	10.	11. Nature	
ve Conversion	Date	Execution Date, if	Transact	tion	of	of Expiration Date			Amount of D		Derivative	Derivative	Ownership	of Indirect
or Exercise	(Month/Day/Year)				Derivativ	ve	(Month/Day/Year)		Underlying		Security	Securities	Form of	Beneficial
		(Month/Day/Year)	(Instr. 8)						Securities		· /	~		1
					-	t			(Instr. 3 and 4)					(Instr. 4)
Security												0	· · ·	
					-	d of						1		
						4							· · /	
					· · · · · · · · · · · · · · · · · · ·	4,						(Instr. 4)	(Instr. 4)	
				-	and 5)	1								
							Date	Expiration	Title					
							Exercisable	Date	Inte					
			Code	v	(A)	(D)				Shares				
									C					
o \$ 3.06	05/02/2008		А		20,000		05/02/2009(2)	05/01/2018	Common	20,000	\$ 0	20,000	D	
							00,02,2009		Stock					
	ve Conversion or Exercise) Price of Derivative Security	ve Conversion Date or Exercise (Month/Day/Year) Price of Derivative Security 70 \$ 3.06 05/02/2008	of 2. 3. Transaction Date 3A. Deemed Execution Date, if Onterprise of Derivative Security or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) or Solution 005/02/2008 05/02/2008	of 2. 3. Transaction Date Conversion Date (Month/Day/Year) 3A. Deemed Execution Date, if Transactor any (Month/Day/Year) any (Month/Day/Year) any (Month/Day/Year) any Code (Instr. 8)	of 2. 3. Transaction Ve Conversion Date (Month/Day/Year) Price of Derivative Security Security Code (Month/Day/Year) Derivative Security Action Date (Month/Day/Year) Security Code (Month/Day/Year) Code V Code V Code V	of 2. 3. Transaction Date 3. Deemed Execution Date, if Conversion Date (Month/Day/Year) (Mo	of 2. Ve Conversion Date Price of Derivative Security To \$ 3.06 05/02/2008 A. Deemed Execution Date, if (Month/Day/Year) A. 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Reporting Owners

Demosting Open on Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
PHELPS BARRY 305 SCARBOROUGH ST. THOUSAND OAKS, CA 91361	Х							

Signatures

/s/ Michael J. McClane, as Attorney-in-Fact for Barry Phelps	05/06/2008
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 the balance of the option shares vest and (2) Thirty-three percent (53%) of the option shares vest and become exercisable upon the first anniversary of the date of grant, and 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.

