U.S. Auto Parts Network, Inc.

Form 4 May 19, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

U.S. Auto Parts Network, Inc.

3. Date of Earliest Transaction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Evangelist Shane N

(First) (Middle)

(Last)

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

MARGAY AVENUE

(Street) 4. If Amendment, Date Original

Symbol

[PRTS]

Filed(Month/Day/Year)

(Month/Day/Year)

05/15/2008

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if

3. (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, and 5)	Expiration I (Month/Day or O)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right To buy) (1)	\$ 3.72	05/15/2008		A	125,000	(2)	05/14/2018	Common Stock	125,000	
Option (Right to Buy) (1)	\$ 3.72	05/15/2008		A	125,000	(3)	05/14/2018	Common Stock	125,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Evangelist Shane N C/O U.S. AUTO PARTS NETWORK, INC. 17150 SOUTH MARGAY AVENUE CARSON, CA 90746

Chief Executive Officer

Signatures

/s/ MICHAEL J. MCCLANE, As Attorney-in-Fact for Shane N. Evangelist

05/19/2008

**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.
- Fifty percent (50%) of the option shares will vest and become exercisable if the monthly average closing sales price of the Company's common stock as reported by the NASDAQ (the "Average Closing Price") equals or exceeds \$6.00 per share in any consecutive three-month period prior to October 15, 2012. In no event shall any option shares vest or become exercisable after October 15, 2012.
- Fifty percent (50%) of the option shares will vest and become exercisable if the monthly average closing sales price of the Company's common stock as reported by the NASDAQ ("the Average Closing Price") equals or exceeds \$8.00 per share in any consecutive three-month period prior to October 15, 2012. In no event shall any option shares vest or become exercisable after October 15, 2012.

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.

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