NAVISITE INC Form 4 December 12, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person ** RUHAN ANDREW			2. Issuer Name and Ticker or Trading Symbol NAVISITE INC [NAVI]					5. Relationship of Reporting Person(s) to Issuer (Charle all applicable)					
	(Last)	(First) (1	Middle)	3. Date of Earliest Transaction					(Check all applicable)				
C/O NAVISITE, INC., 400 MINUTEMAN ROAD			(Month/Day/Year) 12/11/2008					X_ Director 10% Owner Officer (give title below) Other (specify below)					
(Street) 4. If A				4. If Ame	Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(M ANDOVER, MA 01810				Filed(Mor	d(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ities Ac	quired, Disposed	of, or Benefic	ially Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
	Common Stock	12/11/2008			A	15,750 (1)	A	\$0	31,500	D			
	Common Stock								426,134	I	By Global Unicorn Worldwide Holdings S.A.R.L.		

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TT:41	or		
						Exercisable	Date	Title	Number		
				G 1 17	(1) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RUHAN ANDREW C/O NAVISITE, INC. 400 MINUTEMAN ROAD ANDOVER, MA 01810	X						

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney) 12/12/2008

**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).

Shares acquired are shares of restricted stock granted pursuant to the NaviSite, Inc. Amended and Restated Director Compensation Plan.

(1) The shares of restricted stock vest monthly over a period of twelve months. The shares will become fully vested upon a change of control of the Company.

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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