

Clayman Mark  
Form 4  
April 25, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Clayman Mark

(Last) (First) (Middle)

C/O NAVISITE, INC., 400  
MINUTEMAN ROAD

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NAVISITE INC [NAVI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/21/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP of Enterprise Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/21/2011		D		40,000	D	(1) 0
Common Stock	04/21/2011		J(2)		80,000	D	(2) 0

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

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SEC 1474  
(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.58	04/21/2011		D	100,000	<u>(3)</u>	03/31/2015	Common Stock	100,000
Stock Option (right to buy)	\$ 2.48	04/21/2011		D	50,000	<u>(3)</u>	06/14/2020	Common Stock	50,000
Stock Option (right to buy)	\$ 1.45	04/21/2011		D	50,000	<u>(3)</u>	02/23/2016	Common Stock	50,000
Stock Option (right to buy)	\$ 5.5	04/21/2011		D	50,000	<u>(4)</u>	03/21/2017	Common Stock	50,000
Stock Option (right to buy)	\$ 4.39	04/21/2011		D	40,000	<u>(3)</u>	06/10/2014	Common Stock	40,000
Stock Option (right to buy)	\$ 2.55	04/21/2011		D	20,000	<u>(3)</u>	09/20/2014	Common Stock	20,000
Stock Option (right to buy)	\$ 2.44	04/21/2011		D	40,000	<u>(3)</u>	01/04/2015	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			SVP of Enterprise Sales	

Clayman Mark  
C/O NAVISITE, INC.  
400 MINUTEMAN ROAD  
ANDOVER, MA 01810

## Signatures

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

04/25/2011

\_\_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) In connection with the closing of the merger, pursuant to the Merger Agreement among Time Warner Cable Inc., Avatar Merger Sub Inc. and the Issuer dated February 1, 2011, each share of Issuer common stock was exchanged for \$5.50 in cash.
- (2) Unvested performance based restricted stock awards which were forfeited to the Issuer for no consideration upon the closing of the merger.
- (3) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$5.50 per share minus the exercise price of the option per share.
- (4) This option was cancelled upon closing of the merger without cash payment because the per share exercise price of such option was equal to \$5.50.

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.