

Clayman Mark
Form 3
April 25, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Clayman Mark | | (Month/Day/Year) | NAVISITE INC [NAVI] | |
| (Last) | (First) | 04/17/2008 | | |
| C/O NAVISITE, INC.,Â 400 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| MINUTEMAN ROAD | | | | |
| (Street) | | | (Check all applicable) | |
| ANDOVER,Â MAÂ 01810 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP of Hosting Services | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Title | Amount or Number of Shares | | |

(Instr. 5)

| | | | | | | | |
|-----------------------------|---------------------------|------------|--------------|---------|---------|---|---|
| Stock Option (right to buy) | 12/07/2004 ⁽¹⁾ | 06/10/2014 | Common Stock | 40,000 | \$ 4.39 | D | Â |
| Stock Option (right to buy) | 03/19/2005 ⁽²⁾ | 09/20/2014 | Common Stock | 20,000 | \$ 2.55 | D | Â |
| Stock Option (right to buy) | 07/04/2005 ⁽³⁾ | 01/04/2015 | Common Stock | 40,000 | \$ 2.44 | D | Â |
| Stock Option (right to buy) | 05/01/2005 ⁽⁴⁾ | 03/31/2015 | Common Stock | 100,000 | \$ 1.58 | D | Â |
| Stock Option (right to buy) | 08/22/2006 ⁽⁵⁾ | 02/23/2016 | Common Stock | 50,000 | \$ 1.45 | D | Â |
| Stock Option (right to buy) | 09/18/2007 ⁽⁶⁾ | 03/21/2017 | Common Stock | 50,000 | \$ 5.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clayman Mark C/O NAVISITE, INC. 400 MINUTEMAN ROAD ANDOVER, MA 01810 | Â | Â | Â SVP of Hosting Services | Â |

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney) 04/25/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Option vests and becomes exercisable as to 25% on the six month anniversary of the grant date of June 10, 2004 and the remainder in 36 equal monthly installments thereafter.
- (2) Option vests and becomes exercisable as to 25% on the six month anniversary of the grant date of September 20, 2004 and the remainder in 36 equal monthly installments thereafter.
- (3) Option vests and becomes exercisable as to 25% on the six month anniversary of the grant date of January 4, 2005 and the remainder in 36 equal monthly installments thereafter.
- (4) Option vests and becomes exercisable in 36 equal monthly installments on each monthly anniversary of the grant date of April 1, 2005 until fully vested and exercisable on the third anniversary of the grant date.
- (5) Option vests and becomes exercisable as to 25% on the six month anniversary of the grant date of February 23, 2006 and the remainder in 36 equal monthly installments thereafter.
- (6) Option vests and becomes exercisable as to 25% on the six month anniversary of the grant date of March 22, 2007 and the remainder in 36 equal monthly installments thereafter.

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.