

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 \*

Clayman Mark  
(Last) (First) (Middle)

C/O NAVISITE, INC., 400  
MINUTEMAN ROAD

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
04/17/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
SVP of Hosting Services

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

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 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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

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)

(Instr. 5)

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