

Cochinwala Nasir
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 *

Â Cochinwala Nasir

(Last) (First) (Middle)

C/O NAVISITE, INC.,Â 400
MINUTEMAN ROAD

(Street)

ANDOVER,Â MAÂ 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

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

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
SVP of Professional Services

6. Individual or Joint/Group
Filing(Check Applicable Line)
X 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)

Common Stock

15,897

D Â

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

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

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	12/27/2005 ⁽¹⁾	06/29/2015	Common Stock	160,000	\$ 1.76	D	Â
Stock Option (right to buy)	08/22/2006 ⁽²⁾	02/22/2016	Common Stock	50,000	\$ 1.45	D	Â
Stock Option (right to buy)	09/18/2007 ⁽³⁾	03/21/2017	Common Stock	50,000	\$ 5.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cochinwala Nasir C/O NAVISITE, INC. 400 MINUTEMAN ROAD ANDOVER, MA 01810	Â	Â	Â SVP of Professional 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 30, 2005 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 February 23, 2006 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 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.
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