

PLUNTZE JIM
Form 4
April 25, 2011

FORM 4

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

OMB APPROVAL

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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 *
PLUNTZE JIM

(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)
Chief Financial Officer

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)
				(A) or (D) Price			
Common Stock	04/21/2011		D	128,250	D 0	D	
Common Stock	04/21/2011		J ⁽²⁾	80,000	D 0	D	

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

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 4.14	04/21/2011		D	75,000	(3)	11/27/2016	Common Stock	75,000
Stock Option (right to buy)	\$ 1.58	04/21/2011		D	80,000	(3)	03/31/2015	Common Stock	80,000
Stock Option (right to buy)	\$ 2.55	04/21/2011		D	3,125	(3)	01/30/2014	Common Stock	3,125
Stock Option (right to buy)	\$ 2.55	04/21/2011		D	40,000	(3)	07/10/2013	Common Stock	40,000
Stock Option (right to buy)	\$ 1.45	04/21/2011		D	22,500	(3)	02/23/2016	Common Stock	22,500
Stock Option (right to buy)	\$ 2.55	04/21/2011		D	16,875	(3)	09/20/2014	Common Stock	16,875
Stock Option (right to buy)	\$ 2.48	04/21/2011		D	50,000	(3)	06/15/2020	Common Stock	50,000
Stock Option (right to buy)	\$ 2.55	04/21/2011		D	40,000	(3)	07/09/2013	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLUNTZE JIM C/O NAVISITE, INC. 400 MINUTEMAN ROAD ANDOVER, MA 01810			Chief Financial Officer	

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney)	04/25/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.

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.