

BECKER ARTHUR P

Form 4

April 25, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BECKER ARTHUR P

(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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/21/2011		D	239,723	D <u>(1)</u> 0	D	
Common Stock	04/21/2011		J <sup>(2)</sup>	184,667	D <u>(2)</u> 0	D	
Common Stock	04/21/2011		D	248,021	D <u>(1)</u> 0	I	By Madison Technology LLC

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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)	\$ 2.48	04/21/2011		D	100,000	<u>(3)</u>	06/15/2020	Common Stock	100,000
Stock Option (right to buy)	\$ 2.55	04/21/2011		D	40,000	<u>(3)</u>	07/10/2013	Common Stock	40,000
Stock Option (right to buy)	\$ 2.55	04/21/2011		D	60,000	<u>(3)</u>	07/10/2013	Common Stock	60,000
Stock Option (right to buy)	\$ 5.41	04/21/2011		D	400,000	<u>(3)</u>	01/30/2014	Common Stock	400,000
Stock Option (right to buy)	\$ 1.58	04/21/2011		D	500,000	<u>(3)</u>	04/01/2015	Common Stock	500,000
Stock Option (right to buy)	\$ 1.48	04/21/2011		D	103,125	<u>(3)</u>	02/17/2016	Common Stock	103,125

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER ARTHUR P C/O NAVISITE, INC. 400 MINUTEMAN ROAD	X			

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.

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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