

INTERNAP NETWORK SERVICES CORP
 Form 4
 November 13, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARMAN FREDERIC W

2. Issuer Name and Ticker or Trading Symbol
INTERNAP NETWORK SERVICES CORP [INAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND

(Street)

4. 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

WESTPORT, CT 06880

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	11/09/2006		J ⁽¹⁾	1,880,988	D	(1)	0	I	See Note (2)
Common Stock	11/09/2006		J ⁽³⁾	30,196	D	(3)	0	I	See Note (4)
Common Stock	11/09/2006		J ⁽⁵⁾	627,802	D	(5)	0	I	See Note (6)
Common Stock	11/09/2006		J ⁽⁷⁾	16,032	D	(7)	0	I	See Note (8)
							33,914	D	(9)

Common
Stock

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARMAN FREDERIC W C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880		X		

Signatures

Fredric W. Harman 11/10/2006

**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) On November 9, 2006, Oak Investment Partners X, Limited Partnership ("Oak X, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak X, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.

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- (2) Represents shares directly owned by Oak X, L.P.
On November 9, 2006, Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak X Affiliates, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.
- (3) Represents shares directly owned by Oak X Affiliates, L.P.
On November 9, 2006, Oak Investment Partners VIII, Limited Partnership ("Oak VIII, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak VIII, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.
- (4) Represents shares directly owned by Oak VIII, L.P.
On November 9, 2006, Oak VIII Affiliates Fund, Limited Partnership ("Oak VIII Affiliates, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak VIII Affiliates, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.
- (5) Represents shares directly owned by Oak VIII Affiliates, L.P.
Represents shares directly owned by Fredric W. Harman, a director of the Internap Network Solutions Corporation, and received as part of the distributions described in footnotes 1, 3, 5 and 7. This acquisition merely reflects a change in beneficial ownership from indirect to direct. No other Reporting Person has any pecuniary interest in these shares.

Remarks:

Remarks

Fredric W. Harman is a Director of Internap Network Services Corporation. Mr. Harman is a Managing Member of Oak Asso

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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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