

Eidenberg Eugene
 Form 4
 October 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
 Eidenberg Eugene

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)
 250 WILLIAMS STREET, SUITE E-100
 (Street)

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

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

ATLANTA, GA 30303

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

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	09/11/2006	09/11/2006	M ⁽¹⁾	A	1,089	\$ 12.131	57,832 D
Common Stock	09/11/2006	09/11/2006	M ⁽²⁾	A	828	\$ 12.131	58,660 I See Note (2)
Common Stock	09/11/2006	09/11/2006	F ⁽¹⁾	D	853	\$ 12.131	57,807 D
Common Stock	09/11/2006	09/11/2006	F ⁽²⁾	D	648	\$ 12.131	57,159 I See Note (2)

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

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(9-02)

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 (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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Common Stock	\$ 12.131	09/11/2006	09/11/2006	M ⁽¹⁾	1,089	09/14/2001	09/14/2006	Common Stock	1,089
Common Stock	\$ 12.131	09/11/2006	09/11/2006	M ⁽²⁾	828	09/14/2001	09/14/2006	Common Stock	828

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eidenberg Eugene 250 WILLIAMS STREET SUITE E-100 ATLANTA, GA 30303		X		

Signatures

/s/ Dorothy An, as attorney-in-fact for Eugene Eidenberg

10/27/2006

__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 September 11, 2006, Mr. Eidenberg exercised Common Stock Warrants to purchase 1,089 shares of Common Stock utilizing the cashless exercise feature of the warrants resulting in the issuer retaining 853 shares of Common Stock and issuing 236 shares to Mr. Eidenberg.

(2) On September 11, 2006, the Anna M. Chavez Educational Trust exercised Common Stock Warrants to purchase 828 shares of Common Stock utilizing the cashless exercise feature of the warrants resulting in the issuer retaining 648 shares of Common Stock and issuing 180 shares to the Anna M. Chavez Educational Trust. Mr. Eidenberg is trustee for the Anna M. Chavez Educational Trust.

Remarks:

All share numbers reflect a 1 for 10 reverse stock split of the issuer's Common Stock effective on July 10, 2006.

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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