

Suddith Eric
 Form 3
 December 01, 2005

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 *
 Suddith Eric
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 11/18/2005

3. Issuer Name and Ticker or Trading Symbol
 INTERNAP NETWORK SERVICES CORP [IIP]

4. Relationship of Reporting Person(s) to Issuer

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

C/O INTERNAP NETWORK SERVICES CORP., 250 WILLIAMS STREET, SUITE E100
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Vice-president of Operations

ATLANTA, GA 30303
 (City) (State) (Zip)

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 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)
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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (right to buy)	10/25/2003 ⁽¹⁾	10/25/2012	Common Stock	30,000	\$ 0.24	D	Â
Employee Stock Options (right to buy)	04/30/2004 ⁽²⁾	04/30/2013	Common Stock	120,000	\$ 0.44	D	Â
Employee Stock Options (right to buy)	12/24/2004 ⁽³⁾	12/24/2013	Common Stock	37,500	\$ 2.15	D	Â
Employee Stock Options (right to buy)	02/02/2005 ⁽⁴⁾	02/02/2014	Common Stock	250,000	\$ 2.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Suddith Eric C/O INTERNAP NETWORK SERVICES CORP. 250 WILLIAMS STREET, SUITE E100 ATLANTA, GA 30303	Â	Â	Â Vice-president of Operations	Â

Signatures

/s/ Eric Suddith 11/30/2005
 **Signature of Date
 Reporting Person

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) 25% vested as of 10/25/2003 with the remaining shares vesting at 1/48th per month thereafter.
- (2) 25% vested as of 04/30/2004 with the remaining shares vesting at 1/48th per month thereafter.
- (3) 25% vested as of 12/24/2004 with the remaining shares vesting at 1/48th per month thereafter.
- (4) 25% vested as of 02/02/2005 with the remaining shares vesting at 1/48th per month thereafter.

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.