

MEREDITH THOMAS J
Form 4
August 12, 2005

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 *
MEREDITH THOMAS J

(Last) (First) (Middle)

12515 RESEARCH
BLVD., BUILDING 5

(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOTIVE INC [MOTV]

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2005

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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V Amount (D) Price			

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 displays a currently valid OMB control number.

SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	-------------------------	--	---	-----------------------------------

Edgar Filing: MEREDITH THOMAS J - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 6.62	08/10/2005	A		214		(1)	08/09/2012	Common Stock	214	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEREDITH THOMAS J 12515 RESEARCH BLVD. BUILDING 5 AUSTIN, TX 78759	X			

Signatures

/s/ James Wesley Jones, Attorney
In Fact
Date 08/12/2005

**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) 25% of the shares become vested and exercisable on 11/10/2005 and the remaining vest in equal quarterly installments over the following nine months.

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. ONT>

7.Sole Dispositive Power
-0-

8.Shared Dispositive Power
4,416,592

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,416,592 shares of Common Stock, par value \$.01 per share

10.

Edgar Filing: MEREDITH THOMAS J - Form 4

Check Box If the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

18%

12. Type of Reporting Person (See Instructions)

CO

CUSIP No. 63935M109

13G/A

Page 4 of 6 Pages

Item 1(a). Name of Issuer.

NaviSite, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices.

400 Minuteman Road, Andover, MA 01810

Item 2(a). Name of Person Filing.

Hewlett-Packard Company

Item 2(b). Address of Principal Business Office, or if None, Residence.

3000 Hanover Street, Palo Alto, California 94304

Item 2(c). Citizenship.

State of Delaware

Item 2(a). Name of Person Filing.

Hewlett-Packard Financial Services Company

Item 2(b). Address of Principal Business Office, or if None, Residence.

420 Mountain Avenue, Murray Hill, New Jersey 07974

Item 2(c). Citizenship.

State of Delaware

Item 2(d). Title of Class of Securities.

Common Stock, par value \$.01 per share

Item 2(e). CUSIP Number.

63935M109

CUSIP No. 63935M109

13G/A

Page 5 of 6 Pages

Explanation of Responses:

Item 3.

If this statement is filed pursuant to §§240.13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C 78c);
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C 78c);
- (d) An Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An Investment Adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An Employee Benefit Plan or Endowment Fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A Parent Holding Company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned: 4,416,592
- (b) Percent of Class: 18%
- (c) Number of Shares as to which such person has:
 - (i) sole power to vote or to direct the vote: -0-
 - (ii) shared power to vote or to direct the vote: 4,416,592
 - (iii) sole power to dispose or to direct the disposition of: -0-
 - (iv) shared power to dispose or to direct the disposition of: 4,416,592

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following .

Instruction: Dissolution of a group requires a response to this item.
Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.
Not Applicable

CUSIP No. 63935M109

13G/A

Page 6 of 6 Pages

Item 8. Identification and Classification of Members of the Group.
Not Applicable

Item 9. Notice of Dissolution of Group.
Not Applicable

Item 10. Certification.
Not Applicable

Edgar Filing: MEREDITH THOMAS J - Form 4

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HEWLETT-PACKARD COMPANY

Date: September 2, 2003

By: /s/ Charles N. Charnas

Name: Charles N. Charnas

Title: Vice President, Deputy General Counsel and
Assistant Secretary

HEWLETT-PACKARD FINANCIAL SERVICES
COMPANY

Date: September 2, 2003

By: /s/ Charles N. Charnas

Name: Charles N. Charnas

Title: Assistant Secretary

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative (other than an executive officer or general part of this filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

SIGNATURE