

FORM 4

OMB APPROVAL

OMB Number: 3235-0287

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Expires: September 30, 1998
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of
1940

1. Name and Address of Reporting Person*
Morgan Stanley Venture Capital III, Inc.(1)
(Last) (First) (Middle)

1221 Avenue of the Americas
(Street)

New York NY 10020
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

InterNAP Network Services Corporation (INAP)

3. IRS or Social Security
Number of Reporting
Person (Voluntary)

4. Statement for
Month/Year

10/2000

5. If Amendment
Date of Original
(Month/Year) N/A

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director X 10% Owner

Officer (give Other (specify
----- title below) ----- below)

7. Individual or Joint/Group Filing (Check Applicable
Line)

Form filed by One Reporting Person

X 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
			V	Amount	(A or D)				Price
Common Stock	10/31/00	J(2)		1,480,000	D	0	14,347,679	I	through participation
Common Stock	10/31/00	J(3)		90,001	A	0	14,545,581	I(4)	through participation

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 *If the form is filed by more than one reporting person, see Instruction 4(b) (v).

FORM 4 (continued) 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)	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 Securities Beneficially Owned at End of Month (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares		

Explanation of Responses:

- (1) Please see attached Joint Filer Information.
- (2) Morgan Stanley Venture Partners III, L.P., Morgan Stanley Venture Investors III, L.P. and The Morgan Stanley Venture Partners Entrepreneur Fund, L.P. (collectively, the "Funds"), of which Morgan Stanley Venture Capital III, Inc. (MSVC III, Inc.) is an institutional managing member, made an in-kind distribution of 1,480,000 INAP shares (the "Distribution"). The reported securities were distributed to the partners of the Funds in proportion to their partnership interests in the Funds.
- (3) MSVC III, Inc. received 90,001 INAP shares in the Distribution of the Funds.
- (4) Except for the 197,902 shares which are held directly by MSVC III, Inc., MSVC III, Inc. disclaims beneficial ownership of the securities except to the extent of its pecuniary interests as the institutional managing member of Morgan Stanley Venture Partners III, L.L.C., the General Partner of the Funds.

/s/ Peter Vogelsang

 **Signature of Reporting Person
 By: Peter Vogelsang,
 authorized signatory for
 Morgan Stanley Dean Witter & Co.

11/10/00

 Date

/s/ Debra Abramovitz

 **Signature of Reporting Person
 By: Debra Abramovitz, Chief Operating
 Officer, Principal and Treasurer of
 Morgan Stanley Venture Capital III,

**Intentional misstatements or omissions of facts constitute Federal
Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

Joint Filer Information

Each of the following joint filers has designated Morgan Stanley Venture
Capital III, Inc. ("MSVC III, Inc.") as the "Designated Filer" for purposes of
the attached Form 4:

- (1) Morgan Stanley Dean Witter & Co. ("MSDW")
1585 Broadway
New York, New York 10036
- (2) Morgan Stanley Venture Partners III, L.L.C., ("MSVP III, L.L.C.")
1221 Avenue of the Americas
New York, New York 10020
- (3) Morgan Stanley Venture Partners III, L.P. ("MSVP III, L.P.")
1221 Avenue of the Americas
New York, New York 10020
- (4) The Morgan Stanley Venture Partners Entrepreneur Fund, L.P.
("Entrepreneur Fund")
1221 Avenue of the Americas
New York, New York 10020
- (5) Morgan Stanley Venture Investors III, L.P. ("MSVI")
1221 Avenue of the Americas
New York, New York 10020

Issuer & Ticker Symbol: InterNAP Network Services Corporation (INAP)

Date of Event Requiring Statement: 10/31/00

Signature: /s/ Peter Vogelsang

By: Peter Vogelsang, as authorized signatory for MSDW,

Signature: /s/ Debra Abramovitz

By: Debra Abramovitz, as Chief Operating Officer, Principal
and Treasurer of MSVC III, Inc., institutional managing
member of MSVP III, L.L.C., the General Partner of MSVP
III, L.P., the Entrepreneur Fund, and MSVI