

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

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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*
Harding William J.
(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

11/2000

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

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

X Director 10% Owner

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

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

X 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)	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 Beneficial Ownership (Instr. 4)	
			V	Amount	(A or D)				Price
Common Stock	10/31/00	J(1)		42,285	A	0	89,035	D	through participation
Common Stock							14,347,679	I(2)	by partnerships

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 of Derivative Security (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

- The Reporting Person received 42,285 shares of Common Stock in a distribution-in-kind from Morgan Stanley Venture Partners III, L.L.C., the general partner (the "General Partner") of 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"). The General Partner had received the shares of Common Stock in distributions-in-kind from the Funds. The distributions-in-kind occurred on 10/31/2000 and the Reporting Person will receive his shares of Common Stock on 11/17/2000.
- The Reporting Person is a managing member of the General Partner. The Reporting Person disclaims any beneficial ownership of any of the securities owned by the Funds except to the extent of any proportionate pecuniary interest therein. As at the end of October 2000 and after giving effect to the above-mentioned distributions-in-kind, the Funds owned 14,347,679 shares of the Common Stock.

/s/ William J. Harding 11/16/00

 **Signature of Reporting Person Date
 By: William J. Harding

**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.