**BAY ANTHONY** Form 4

September 13, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BAY ANTHONY** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CMGI INC [CMGI]

(Check all applicable)

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) 09/09/2005

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

C/O CMGI, INC., 1100 WINTER STREET

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Applicable Line)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

WALTHAM, MA 02451

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D) Price Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share	
Director Stock Option (right to	\$ 1.72	09/09/2005		A		24,000		06/09/2007(2)	09/09/2015	Common Stock	24,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolong of the Fund of Fund of	Director	10% Owner	Officer	Other			
BAY ANTHONY							
C/O CMGI, INC.	X						
1100 WINTER STREET	Λ						
WALTHAM, MA 02451							

## **Signatures**

buy) (1)

/s/ Kevin P. Lanouette pursuant to POA 09/13/2005

\*\*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) Annual option automatically granted on September 9, 2005 pursuant to the CMGI Amended and Restated 1999 Stock Option Plan for Non-Employee Directors, as amended.

Per agreement with the optionee, option vests and becomes exercisable as to 4,001 shares on June 9, 2007, 4,889 shares on July 9, 2007, 4,888 shares on August 9, 2007, 2,218 shares on September 9, 2007 and 667 shares on each monthly anniversary date of the date of grant thereafter provided that the optionee serves as a director on such vesting date.

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.

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