CMGI INC Form 4 October 11, 2005

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person * Beck Daniel F

(First)

(Middle)

C/O CMGI, INC., 1100 WINTER STREET, SUITE 4600

(Street)

WALTHAM, MA 02451

2. Issuer Name and Ticker or Trading Symbol

CMGI INC [CMGI]

3. Date of Earliest Transaction

(Month/Day/Year) 10/06/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify below)

Pres. of the Americas Ops., ML

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(D) or

Indirect (I)

(Instr. 4)

D

Person

5. Amount of

Beneficially

Securities

Owned

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

10/06/2005

Code (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

Transaction(A) or Disposed of

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price 90,000 A A \$0 156,670 (1)

4. Securities Acquired

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities	(Month/Day/Year	•)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous Numb Shares
Stock Option (right to	\$ 1.6	10/06/2005		A	200,000	10/06/2006(2)	10/06/2012	Common Stock	200,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Beck Daniel F C/O CMGI, INC. 1100 WINTER STREET, SUITE 4600 WALTHAM, MA 02451

Pres. of the Americas Ops., ML

Signatures

buy)

Thomas B. Rosedale (pursuant to power of attorney)

10/11/2005

**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) Shares acquired are shares of restricted stock granted pursuant to CMGI's 2000 Stock Incentive Plan. Restrictions lapse as to 1/3 per annum on each the first, the second and the third anniversaries of the date of grant.
- Option vests and becomes exercisable as to 25% on the first anniversary of the date of grant and the remainder in 36 equal monthly installments.

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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