

CMGI INC
Form 4
June 12, 2007

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

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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 *
Kelly Mark

(Last) (First) (Middle)
C/O CMGI, INC., 1100 WINTER STREET, SUITE 4600
(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2007

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)
Pres. Americas Bus. Unit, ML

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/08/2007 | | M | | 5,585 | A | \$ 0.56 |
| Common Stock | 06/08/2007 | | M | | 16,145 | A | \$ 1.36 |
| Common Stock | 06/08/2007 | | M | | 13,854 | A | \$ 1.57 |
| Common Stock | 06/08/2007 | | M | | 54,166 | A | \$ 1.48 |
| Common Stock | 06/08/2007 | | S | | 89,750 | D | \$ 2.14 |

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

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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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Stock Option (right to buy) granted on October 29, 2001 <u>(1)</u> | \$ 0.56 | 06/08/2007 | | M | 894 | <u>(2)</u> 10/28/2011 | Common Stock 894 |
| Stock Option (right to buy) granted on October 29, 2001 <u>(1)</u> | \$ 0.56 | 06/08/2007 | | M | 894 | <u>(2)</u> 10/28/2011 | Common Stock 894 |
| Stock Option (right to buy) granted on October 29, 2001 <u>(1)</u> | \$ 0.56 | 06/08/2007 | | M | 447 | <u>(2)</u> 10/28/2011 | Common Stock 447 |
| Stock Option (right to buy) granted on May 10, | \$ 0.56 | 06/08/2007 | | M | 1,340 | <u>(3)</u> 05/09/2012 | Common Stock 1,340 |

2002 ⁽¹⁾

Stock
Option
(right to
buy) \$ 0.56 06/08/2007 M 1,340 ⁽³⁾ 05/09/2012 Common
granted on Stock 1,340
May 10,
2002 ⁽¹⁾

Stock
Option
(right to
buy) \$ 0.56 06/08/2007 M 670 ⁽⁴⁾ 05/09/2012 Common
granted on Stock 670
May 10,
2002 ⁽¹⁾

Stock
Option
(right to
buy) \$ 1.36 06/08/2007 M 16,145 ⁽⁵⁾ 11/03/2011 Common
granted on Stock 25,000
November
4, 2004

Stock
Option
(right to
buy) \$ 1.57 06/08/2007 M 13,854 ⁽⁵⁾ 10/31/2012 Common
granted on Stock 35,000
November
1, 2005

Stock
Option
(right to
buy) \$ 1.48 06/08/2007 M 54,166 ⁽⁵⁾ 04/16/2013 Common
granted on Stock 200,000
April 17,
2006

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelly Mark C/O CMGI, INC. 1100 WINTER STREET, SUITE 4600 WALTHAM, MA 02451 | | | Pres. Americas Bus. Unit, ML | |

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney)

06/12/2007

__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) This option was granted by Modus Media, Inc. on grant date shown and assumed by the issuer in connection with the acquisition of Modus Media, Inc. on August 2, 2004.
- (2) Option vested and became exercisable as to all of the shares on October 29, 2006.
- (3) Option vested and became exercisable as to 893 shares on May 10, 2006 and as to 447 shares on May 10, 2007.
- (4) Option vested and became exercisable as to 446 shares on May 10, 2006 and as to 224 shares on May 10, 2007.
- (5) Option vested and became exercisable as to 25% of the shares on the first anniversary of the date of grant and the remainder vests and becomes exercisable 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.

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