

CMGI INC

Form 4

June 12, 2007

FORM 4**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
1(b).

**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

OMB APPROVAL

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(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
____X____ Officer (give title below) ____ Other (specify below)

Pres. Americas Bus. Unit, ML

6. 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)	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 ⁽¹⁾	\$ 0.56	06/08/2007		M	894	⁽²⁾ 10/28/2011	Common Stock 894
Stock Option (right to buy) granted on October 29, 2001 ⁽¹⁾	\$ 0.56	06/08/2007		M	894	⁽²⁾ 10/28/2011	Common Stock 894
Stock Option (right to buy) granted on October 29, 2001 ⁽¹⁾	\$ 0.56	06/08/2007		M	447	⁽²⁾ 10/28/2011	Common Stock 447
Stock Option (right to buy) granted on May 10,	\$ 0.56	06/08/2007		M	1,340	⁽³⁾ 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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