

LACY LINWOOD A JR
Form 4
November 04, 2004

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 *
LEAHY TERENCE M

(Last) (First) (Middle)
27 MERIAM STREET
(Street)
LEXINGTON, MA 02420
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock ⁽¹⁾	11/02/2004		M		45,985	A \$ 0.17	1,395,370 D
Common Stock ⁽¹⁾	11/02/2004		M		247,493	A \$ 0.27	1,395,370 D
Common Stock ⁽¹⁾	11/02/2004		S		293,478	D \$ 1.3499	1,395,370 D
Common Stock ⁽¹⁾	11/03/2004		M		291,945	A \$ 0.27	1,395,370 D
Common Stock ⁽¹⁾	11/03/2004		M		14,577	A \$ 0.39	1,395,370 D
	11/03/2004		S		306,522	D	1,395,370 D

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Common Stock ⁽¹⁾					\$			
					1.3647			
Common Stock ⁽³⁾	11/02/2004		S	26,522	D	\$	273,266	D
						1.3499		
Common Stock ⁽³⁾	11/03/2004		S	68,478	D	\$	204,788	D
						1.3647		

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 or Number of Shares
Stock Option (right to buy) granted Jan. 9, 1998 ⁽¹⁾	\$ 0.17	11/02/2004		M	45,985	⁽²⁾	01/31/2005	Common Stock	45,985
Stock Option (right to buy) granted Jan. 9, 1998 ⁽¹⁾	\$ 0.27	11/02/2004		M	247,493	⁽²⁾	01/31/2005	Common Stock	247,493
Stock Option (right to buy) granted Jan. 9, 1998 ⁽¹⁾	\$ 0.27	11/03/2004		M	291,945	⁽²⁾	01/31/2005	Common Stock	291,945
	\$ 0.39	11/03/2004		M	14,577	⁽²⁾	01/31/2005		14,577

Stock
Option
(right to
buy)
granted
Jan. 9,
1998 ⁽¹⁾

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEAHY TERENCE M 27 MERIAM STREET LEXINGTON, MA 02420		X		
LACY LINWOOD A JR 2304 CRANBORNE ROAD MIDLOTHIAN, VA 23113		X		

Signatures

/s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by Terence M. Leahy) 11/04/2004

__Signature of Reporting Person

Date

/s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by Linwood A. Lacy) 11/04/2004

__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) These securities are owned by Terence M. Leahy. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.

This option is fully vested and exercisable. This option was granted in substitution for, and in replacement of, the vested portion of an

(2) option with substantially similar terms previously granted by Modus Media, Inc. to the reporting person. This option was granted by the issuer in connection with the issuer's acquisition of Modus Media, Inc., which closed on August 2, 2004.

(3) These securities are owned by Linwood A. Lacy. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.

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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