

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Murray R Scott</u> <hr/> (Last) (First) (Middle) <u>108 DOVER ROAD</u> <hr/> (Street) <u>WELLESLEY MA 02420</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CMGI INC [CMGI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price			
Common Stock ⁽¹⁾	11/12/2004		S		46,418	D	\$1.5765	2,463,576	D	
Common Stock ⁽²⁾	11/12/2004		S		46,634	D	\$1.5765	2,474,982	D	
Common Stock ⁽³⁾	11/12/2004		S		46,634	D	\$1.5765	2,474,982	I	By The Murray 2003 Qualified Annuity Trust
Common Stock ⁽⁴⁾	11/12/2004		S		35,633	D	\$1.5765	1,841,944	D	
Common Stock ⁽⁵⁾⁽⁶⁾	11/12/2004		S		35,633	D	\$1.5765	1,841,944	I	by OCM Mezzanine Fund, L.P.
Common Stock ⁽⁴⁾	11/15/2004		S		28,409	D	\$1.5698	1,813,535	D	
Common Stock ⁽⁵⁾⁽⁶⁾	11/15/2004		S		28,409	D	\$1.5698	1,813,535	I	by OCM Mezzanine Fund, L.P.

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person* <u>Murray R Scott</u> <hr/> (Last) (First) (Middle) <u>108 DOVER ROAD</u> <hr/> (Street) <u>WELLESLEY MA 02420</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Murray 2003 Qualified Annuity Trust](#)

(Last) (First) (Middle)

C/O SAMUEL C. SICHKO
585 COMMERCIAL STREET

(Street)

BOSTON MA 02109

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SICHKO SAMUEL C](#)

(Last) (First) (Middle)

C/O PRINCE, LOBEL, GLOVSKY & TYE LLP
585 COMMERCIAL STREET

(Street)

BOSTON MA 02109

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OCM MEZZANINE FUND LP](#)

(Last) (First) (Middle)

1301 AVENUE OF THE AMERICAS 34TH FLOOR

(Street)

NEW YORK NY 10019

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OAKTREE CAPITAL MANAGEMENT LLC](#)

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE 28TH FLOOR

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

Explanation of Responses:

1. These securities are owned by R. Scott Murray. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
2. These securities are owned by The Murray 2003 Qualified Annuity Trust. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
3. These shares are owned by The Murray 2003 Qualified Annuity Trust for the benefit of R. Scott Murray's designees. The Murray 2003 Qualified Annuity Trust is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock. Mr. Samuel C. Sichko is trustee of the trust and is reporting indirect beneficial ownership of these securities. Mr. Sichko disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
4. These securities are owned by OCM Mezzanine Fund, L.P. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
5. These securities are owned by OCM Mezzanine Fund, L.P. OCM Mezzanine Fund, L.P. is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock. Oaktree Capital Management, LLC ("Oaktree") is reporting indirect beneficial ownership of these securities. Oaktree is a registered investment adviser under the Investment Advisers Act of 1940, as amended, acting as the general partner of OCM Mezzanine Fund, L.P.
6. Oaktree is a limited liability company managed by an executive committee, the members of which are Howard S. Marks, Bruce A. Karsh, David Kirchheimer, Sheldon M. Stone, D. Richard Masson, Larry W. Keele, Stephen A. Kaplan, Russel S. Bernard, John W. Moon, Kevin L. Clayton, and John B. Frank. Each of such persons may be deemed a beneficial owner of such securities by virtue of such status as members of Oaktree. Except to the extent of their respective pecuniary interests therein, Oaktree and each such person disclaims beneficial ownership of such securities and the filing of this Form shall not be construed as an admission that such person is the beneficial owner of any securities covered by this Form.

[/s/ Kevin P. Lanouette](#)
(pursuant to Power of Attorney. [11/16/2004](#)
granted by R. Scott Murray.)

[/s/ Kevin P. Lanouette](#)
(pursuant to Power of Attorney. [11/16/2004](#)
granted by The Murray 2003
Qualified Annuity Trust)

[/s/ Kevin P. Lanouette](#)
(pursuant to Power of Attorney. [11/16/2004](#)
granted by Samuel C. Sichko)

[/s/ Kevin P. Lanouette](#) [11/16/2004](#)
(pursuant to Power of Attorney)

granted by OCM Mezzanine
Fund, L.P.)

/s/ Kevin P. Lanouette
(pursuant to Power of Attorney 11/16/2004
granted by Oaktree Capital
Management, LLC)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.