

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>LAWLER JOSEPH C</u>  (Last) (First) (Middle) <u>C/O CMGI, INC.</u> <u>1100 WINTER STREET</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CMGI INC [ CMGI ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/23/2007</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/23/2007		A		449,685 <sup>(1)</sup>	A	\$0	2,917,645	D	
Common Stock	08/23/2007		F		171,410 <sup>(2)</sup>	D	\$1.61	2,917,645	D	
Common Stock	04/25/2007		G	V	60,000	D	\$0	2,917,645	D	

**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 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)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$1.61	08/23/2007		A		674,527		08/23/2008 <sup>(3)</sup>	08/22/2014	Common Stock	674,527	\$0	674,527	D	

**Explanation of Responses:**

- Shares acquired are shares of restricted stock granted pursuant to the terms of Mr. Lawler's employment offer letter, dated August 23, 2004. Restrictions lapse with respect to 20% of the shares covered thereby on each of the first five anniversaries of the date of grant, provided Mr. Lawler remains employed by CMGI on such anniversary date.
- Payment of tax liability by delivering securities incident to the vesting of shares of restricted stock on August 23, 2007 in accordance with Rule 16b-3 and a pre-existing Rule 10b5-1 Sales Plan established by the reporting person on June 25, 2007.
- Option vests and becomes exercisable as to 20% of the shares covered thereby on each of the first five anniversaries of the date of grant until fully vested on the fifth anniversary of the date of grant, provided Mr. Lawler remains employed by CMGI on each such anniversary date.

/s/ Thomas B. Rosedale  
(Pursuant to Power of Attorney) 08/27/2007

\*\* 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.

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