

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13D-1(A) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13D-2(A)

(AMENDMENT NO. 3) (1)

Under the Securities Exchange Act of 1934

CMGI, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

125750109

(CUSIP Number)

General Counsel

Compaq Computer Corporation

20555 State Highway 249

Houston, TX 77070

(281) 370-0670

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 18, 2001

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 3 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(SC13D-07/99)

CUSIP 125750109

13D/A

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- (1) NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Compaq Computer Corporation

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)
(b)

- (3) SEC USE ONLY

- (4) SOURCE OF FUNDS

OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) ()

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	(7) SOLE VOTING POWER 44,136,535
	(8) SHARED VOTING POWER - -0-
	(9) SOLE DISPOSITIVE POWER 44,136,535
	(10) SHARED DISPOSITIVE POWER -0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,136,535

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES ()

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

Approximately 13.82%

(14) TYPE OF REPORTING PERSON

CO

Item 2. Identity and Background.

The first sentence of the second paragraph of Item 2 (a) - (c) is hereby amended to read:

"Compaq as beneficial owner of 44,136,535 shares of common stock, par value \$0.01, of CMGI."

Item 5. Interest in Securities of the Issuer.

Item 5 (a) & (b) is amended to read:

"As of the date hereof, Compaq is the record holder of 44,136,535 shares of Common Stock of CMGI. This number of shares represents 13.8 % of the outstanding Common Stock of CMGI. This percentage is based on the number of shares of CMGI Common Stock reported by CMGI in its Form 10-Q for the first quarter ending October 31, 2000, filed with the Securities and Exchange Commission on December 15, 2000, as being outstanding as of December 11, 2000."

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each such person certifies that the information set forth in this statement is true, complete and correct.

COMPAQ COMPUTER CORPORATION

By: /s/ Linda S. Auwers
Name: Linda S. Auwers
Title: Vice President, Deputy General Counsel
and Secretary

Date: February 22, 2001