

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act 1940

(Print or Type response)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all Applicable)	
Compaq Computer Corporation			CMGI, INC ("CMGI")		Director X 10% Owner	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4. Statement for Month/Year	Officer Other (give title below) (Specify below)	
20555 State Highway 249				May 2001		
(Street)			5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
Houston TX 77070					Form filed by One Reporting Person	
(City) (State) (Zip)					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)	3. Transaction Code (Instr. 8)		4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) (D)	Price			
Common Stock	05/04/01	S		700,000	D	\$6.1211		I	
Common Stock	05/07/01	S		1,500,000	D	\$6.2500		I	
Common Stock	05/08/01	S		125,000	D	\$5.9100		I	
Common Stock (01)	05/22/01	S		100,000	D	\$5.6000	41,650,301	I	
Common Stock (02)							61,234	I	

Reminder: Report on a separate line for each class securities owned directly or indirectly.
*If the form is filed by more than one reporting person, see Instruction 4(b)(v).
**The reporting person disclaims beneficial ownership of the reported securities.

(Over)
SEC 1474 (3-99)

(Print or type responses)

FORM 4 (continued) TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned (e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned at End of Month (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exbl.	Exp. Date					

Explanation of Responses:

- (01) On September 21, 2000, Compaq Computer Corporation assigned its interest in CMGI, Inc. to CPQ Holdings, Inc., a wholly owned subsidiary of Compaq Computer Corporation and thereby has an indirect ownership interest in CMGI, Inc.
- (02) CPGC Holdings, Inc., a wholly owned subsidiary of Compaq Computer Corporation, continues to hold this interest in CMGI, Inc.

COMPAQ COMPUTER CORPORATION

*** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

/s/ Gregory L. Phillips June 27, 2001
By: Gregory L. Phillips Date

***Signature of Reporting Person

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JOINT FILER INFORMATION

Name: CPCG Holdings, Inc.
I.R.S. Identification Number: 76-0647487
Address: 20555 State Highway 249
Houston, TX 77070
Designated Filer: Compaq Computer Corporation
Issuer and Ticker Symbol: CMGI, Inc. ("CMGI")
Statement for Month/Year: May, 2001

CPCG HOLDINGS, INC.

By: /s/ C. Alexis Keene June 27, 2001

C. Alexis Keene Date
Secretary

Name: CPQ Holdings, Inc.
I.R.S. Identification Number: 51-0337545
Address: 20555 State Highway 249
Houston, TX 77070
Designated Filer: Compaq Computer Corporation
Issuer and Ticker Symbol: CMGI, Inc. ("CMGI")
Statement for Month/Year: May, 2001

CPQ HOLDINGS, INC.

By: /s/ C. Alexis Keene June 27, 2001

C. Alexis Keene, Assistant Date
Secretary