

**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>Kelly Mark</u>  (Last) (First) (Middle) <u>C/O CMGI, INC.</u> <u>1100 WINTER STREET, SUITE 4600</u>  (Street) <u>WALTHAM MA 02451</u>  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres. Americas Bus. Unit, ML</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/08/2007</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 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	06/08/2007		M		5,585	A	\$0.56	0	D	
Common Stock	06/08/2007		M		16,145	A	\$1.36	0	D	
Common Stock	06/08/2007		M		13,854	A	\$1.57	0	D	
Common Stock	06/08/2007		M		54,166	A	\$1.48	0	D	
Common Stock	06/08/2007		S		89,750	D	\$2.14	0	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	Amount or Number of Shares				
Stock Option (right to buy) granted on October 29, 2001 <sup>(1)</sup>	\$0.56	06/08/2007		M		894		(2)	10/28/2011	Common Stock	894	\$0	0	D	
Stock Option (right to buy) granted on October 29, 2001 <sup>(1)</sup>	\$0.56	06/08/2007		M		894		(2)	10/28/2011	Common Stock	894	\$0	0	D	
Stock Option (right to buy) granted on October 29, 2001 <sup>(1)</sup>	\$0.56	06/08/2007		M		447		(2)	10/28/2011	Common Stock	447	\$0	0	D	
Stock Option (right to buy) granted on May 10, 2002 <sup>(1)</sup>	\$0.56	06/08/2007		M		1,340		(3)	05/09/2012	Common Stock	1,340	\$0	0	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	Amount or Number of Shares				
Stock Option (right to buy) granted on May 10, 2002 <sup>(1)</sup>	\$0.56	06/08/2007		M			1,340	(3)	05/09/2012	Common Stock	1,340	\$0	0	D	
Stock Option (right to buy) granted on May 10, 2002 <sup>(1)</sup>	\$0.56	06/08/2007		M			670	(4)	05/09/2012	Common Stock	670	\$0	0	D	
Stock Option (right to buy) granted on November 4, 2004	\$1.36	06/08/2007		M			16,145	(5)	11/03/2011	Common Stock	25,000	\$0	8,855	D	
Stock Option (right to buy) granted on November 1, 2005	\$1.57	06/08/2007		M			13,854	(5)	10/31/2012	Common Stock	35,000	\$0	21,146	D	
Stock Option (right to buy) granted on April 17, 2006	\$1.48	06/08/2007		M			54,166	(5)	04/16/2013	Common Stock	200,000	\$0	145,834	D	

**Explanation of Responses:**

- This option was granted by Modus Media, Inc. on grant date shown and assumed by the issuer in connection with the acquisition of Modus Media, Inc. on August 2, 2004.
- Option vested and became exercisable as to all of the shares on October 29, 2006.
- Option vested and became exercisable as to 893 shares on May 10, 2006 and as to 447 shares on May 10, 2007.
- Option vested and became exercisable as to 446 shares on May 10, 2006 and as to 224 shares on May 10, 2007.
- Option vested and became exercisable as to 25% of the shares on the first anniversary of the date of grant and the remainder vests and becomes exercisable in 36 equal monthly installments.

/s/ Thomas B. Rosedale 06/12/2007  
(Pursuant to Power of Attorney)

\*\* 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.