

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROV

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 of 1940

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(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person (Check all applicable)	
Compaq Computer Corporation			CMGI, Inc. ("CMGI")		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) (spec:	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year December 2001		
20555 State Highway 249						
	(Street)			5. If Amendment, Date of Original (Month/Year)		
Houston	TX	77070		7. Individual or Joint/Group Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		

Table 1 - 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. Securities 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 Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount (A) or (D)	Price		
Common Stock	12/5/01	S	100,000	D 2.2075	I	(1)
Common Stock	12/6/01	S	200,000	D 2.1160	I	(1)
Common Stock	12/7/01	S	60,000	D 2.0000	I	(1)
Common Stock	12/10/01	S	180,000	D 1.9942	I	(1)
Common Stock	12/11/01	S	720,000	D 2.2187	I	(1)
Common Stock	12/12/01	S	700,000	D 2.0385	I	(1)
Common Stock	12/13/01	S	450,000	D 2.0132	I	(1)
Common Stock	12/14/01	S	220,000	D 2.0107	I	(1)
Common Stock	12/17/01	S	450,000	D 1.8639	I	(1)
Common Stock	12/18/01	S	730,000	D 1.6815	I	(1)
Common Stock	12/19/01	S	400,000	D 1.6105	I	(1)
Common Stock	12/20/01	S	425,000	D 1.5429	I	(1)
Common Stock	12/21/01	S	365,000	D 1.5059	I	(1)
Common Stock	12/24/01	S	225,000	D 1.5778	I	(1)
Common Stock	12/26/01	S	400,000	D 1.5998	I	(1)
Common Stock	12/27/01	S	500,000	D 1.6205	I	(1)
Common Stock	12/28/01	S	500,000	D 1.6310	I	(1)
Common Stock	12/31/01	S	700,000	D 1.6239	I	(1)

FORM 4 (continued)

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).

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 Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: (D) or Indirect (I) (Instr. 4)	11.
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Explanation of Responses:

(1) The securities are directly owned by CPQ Holdings, Inc., a wholly owned subsidiary of Compaq Computer Corporation.

Compaq Computer Corporation
 By: /s/ Linda S. Auwers January 7, 2002
 Linda S. Auwers, Vice President
 Deputy General Counsel and Secretary
 **Signature of Reporting Person

**Intentional misstatement 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.
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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: December 2001

CPCG HOLDINGS, INC.

By: /s/ C. Alexis Keene January 7, 2002
 C. Alexis Keene, Secretary
 **Signature of Reporting Person

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: December 2001

CPQ HOLDINGS, INC.

By: /s/ Linda S. Auwers January 7, 2002
 Linda S. Auwers, Vice President
 and Secretary
 **Signature of Reporting Person