

LACY LINWOOD A JR  
Form 4  
November 04, 2004

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEAHY TERENCE M

(Last) (First) (Middle)  
27 MERIAM STREET  
(Street)  
LEXINGTON, MA 02420

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CMGI INC [CMGI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/02/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_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)	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	Price	
Common Stock <sup>(1)</sup>	11/02/2004		M		45,985	A \$ 0.17	1,395,370 D
Common Stock <sup>(1)</sup>	11/02/2004		M		247,493	A \$ 0.27	1,395,370 D
Common Stock <sup>(1)</sup>	11/02/2004		S		293,478	D \$ 1.3499	1,395,370 D
Common Stock <sup>(1)</sup>	11/03/2004		M		291,945	A \$ 0.27	1,395,370 D
Common Stock <sup>(1)</sup>	11/03/2004		M		14,577	A \$ 0.39	1,395,370 D
	11/03/2004		S		306,522	D	1,395,370 D

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Common Stock <u>(1)</u>					\$			
					1.3647			
Common Stock <u>(3)</u>	11/02/2004		S	26,522	D	\$	273,266	D
						1.3499		
Common Stock <u>(3)</u>	11/03/2004		S	68,478	D	\$	204,788	D
						1.3647		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy) granted Jan. 9, 1998 <u>(1)</u>	\$ 0.17	11/02/2004		M	45,985	<u>(2)</u> 01/31/2005	Common Stock 45,985
Stock Option (right to buy) granted Jan. 9, 1998 <u>(1)</u>	\$ 0.27	11/02/2004		M	247,493	<u>(2)</u> 01/31/2005	Common Stock 247,493
Stock Option (right to buy) granted Jan. 9, 1998 <u>(1)</u>	\$ 0.27	11/03/2004		M	291,945	<u>(2)</u> 01/31/2005	Common Stock 291,945
	\$ 0.39	11/03/2004		M	14,577	<u>(2)</u> 01/31/2005	14,577

Stock  
Option  
(right to  
buy)  
granted  
Jan. 9,  
1998 <sup>(1)</sup>

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEAHY TERENCE M 27 MERIAM STREET LEXINGTON, MA 02420		X		
LACY LINWOOD A JR 2304 CRANBORNE ROAD MIDLOTHIAN, VA 23113		X		

## Signatures

/s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by Terence M. Leahy) 11/04/2004

\_\_Signature of Reporting Person

Date

/s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by Linwood A. Lacy) 11/04/2004

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) These securities are owned by Terence M. Leahy. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.

This option is fully vested and exercisable. This option was granted in substitution for, and in replacement of, the vested portion of an

(2) option with substantially similar terms previously granted by Modus Media, Inc. to the reporting person. This option was granted by the issuer in connection with the issuer's acquisition of Modus Media, Inc., which closed on August 2, 2004.

(3) These securities are owned by Linwood A. Lacy. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.

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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