

Flaherty Sheila Marie  
 Form 4  
 October 19, 2004

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Flaherty Sheila Marie

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 177 BEACON STREET, # 4  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/15/2004

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

BOSTON, MA 02116  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock <sup>(1)</sup>	09/15/2004		M		4,494 A \$ 0.52	413,713	D
Common Stock <sup>(1)</sup>	09/15/2004		M		8,990 A \$ 0.52	413,713	D
Common Stock <sup>(1)</sup>	09/15/2004		M		6,741 A \$ 0.52	413,713	D
Common Stock <sup>(1)</sup>	09/15/2004		M		44,672 A \$ 0.56	413,713	D
Common Stock <sup>(1)</sup>	09/15/2004		M		89,345 A \$ 0.56	413,713	D
	09/15/2004		M		81,899 A	413,713	D

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Common Stock <sup>(1)</sup>						\$		
						0.56		
Common Stock <sup>(1)</sup>	09/15/2004		M	26,803	A	\$	413,713	D
						0.45		
Common Stock <sup>(1)</sup>	09/15/2004		M	23,453	A	\$	413,713	D
						0.45		
Common Stock <sup>(1)</sup>	09/15/2004		M	13,401	A	\$	413,713	D
						0.45		

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

**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 control number.**

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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)	8. Amount or Number of Shares
Stock Option (right to buy) granted on Jan. 22, 1999 <sup>(1)</sup>	\$ 0.52	09/15/2004		M	4,494	<sup>(2)</sup> 01/21/2009	Common Stock	4,494
Stock Option (right to buy) granted on Jan. 22, 1999 <sup>(1)</sup>	\$ 0.52	09/15/2004		M	8,990	<sup>(2)</sup> 01/21/2009	Common Stock	8,990
Stock Option (right to	\$ 0.52	09/15/2004		M	6,741	<sup>(2)</sup> 01/21/2009	Common Stock	6,741

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buy) granted on Jan. 22, 1999 <u>(1)</u>									
Stock Option (right to buy) granted on Oct. 29, 2001 <u>(1)</u>	\$ 0.56	09/15/2004	M	44,672	<u>(2)</u>	10/28/2011	Common Stock	44,672	
Stock Option (right to buy) granted on Oct. 29, 2001 <u>(1)</u>	\$ 0.56	09/15/2004	M	89,345	<u>(2)</u>	10/28/2011	Common Stock	89,345	
Stock Option (right to buy) granted on Oct. 29, 2001 <u>(1)</u>	\$ 0.56	09/15/2004	M	81,899	<u>(2)</u>	10/28/2011	Common Stock	81,899	
Stock Option (right to buy) granted on Feb. 13, 2003 <u>(1)</u>	\$ 0.45	09/15/2004	M	26,803	<u>(2)</u>	02/12/2013	Common Stock	26,803	
Stock Option (right to buy) granted on Feb. 13, 2003 <u>(1)</u>	\$ 0.45	09/15/2004	M	23,453	<u>(2)</u>	02/12/2013	Common Stock	23,453	
Stock Option	\$ 0.45	09/15/2004	M	13,401	<u>(2)</u>	02/12/2013	Common Stock	13,401	

