CMGI INC Form 4 August 25, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LAWLER JOSEPH C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

Issuer

(First)

(Last)

(City)

Stock

(Middle)

(Zip)

3. Date of Earliest Transaction

CMGI INC [CMGI]

(Month/Day/Year) 08/23/2006

_X__ Director 10% Owner X_ Officer (give title

below)

Other (specify

C/O CMGI, INC., 1100 WINTER STREET

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WALTHAM, MA 02451

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Reported

Code V Common 08/23/2006 A

449,685 2,699,370 \$0 (1)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (right to buy) (2)	\$ 1.03	08/23/2006		A	674,527	08/23/2007(3)	08/22/2013	Common Stock	674

Reporting Owners

Reporting Owner Name / Address	Relationships					
.r. g	Director	10% Owner	Officer	Other		
LAWLER JOSEPH C C/O CMGI, INC. 1100 WINTER STREET WALTHAM, MA 02451	X		President and CEO			

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney) 08/25/2006

**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).
- Shares acquired are shares of restricted stock granted pursuant to the terms of Mr. Lawler's employment offer letter, dated August 23, (1) 2004. Restrictions lapse with respect to 20% of the shares covered thereby on each of the first five anniversaries of the date of grant, provided that Mr. Lawler remains employed by CMGI on such anniversary date.
- (2) Option granted pursuant to the terms of Mr. Lawler's employment offer letter, dated August 23, 2004.
- Option vests and becomes exercisable as to 20% of the shares covered thereby on each anniversary date of the date of grant until fully vested on the fifth anniversary of the date of grant, provided that Mr. Lawler remains employed by CMGI on such anniversary date.

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.

Reporting Owners 2