

CMGI INC
Form 4
August 26, 2008

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 *
LAWLER JOSEPH C

(Last) (First) (Middle)

C/O CMGI, INC., 1100 WINTER STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/23/2008 | | A | V | 44,968 (1) | A | \$ 0 335,234 D |
| Common Stock | 08/23/2008 | | F | | 19,998 (2) | D | \$ 11.81 335,234 D |
| Common Stock | 02/15/2008 | | G | V | 4,000 | D | \$ 0 335,234 D |

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

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number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 11.81 | 08/23/2008 | | A | 67,452 | 08/23/2009 ⁽³⁾ 08/23/2015 | Common Stock | 67,452 |

Reporting Owners

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

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney) 08/26/2008

**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, 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 Mr. Lawler remains employed by CMGI on such anniversary date.
- (1) Payment of tax liability by delivering securities incident to the vesting of shares of restricted stock on August 23, 2008 in accordance with Rule 16b-3 and a pre-existing Rule 10b5-1 Sales Plan established by the reporting person on October 9, 2007.
 - (2) Option vests and becomes exercisable as to 20% of the shares covered thereby on each of the first five anniversaries of the date of grant until fully vested on the fifth anniversary of the date of grant, provided Mr. Lawler remains employed by CMGI on each such anniversary date.
 - (3)

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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