

Beck Daniel F
 Form 4
 October 19, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Beck Daniel F

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)
 58 HOLLIS STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/15/2004

____ Director 10% Owner
 Officer (give title below) _____ Other (specify below)
 President of the Americas Ops.

GROTON, MA 01450
 (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			
Common Stock ⁽¹⁾	10/15/2004		M		35,961 A \$ 0.13	314,285	D	
Common Stock ⁽¹⁾	10/15/2004		S		35,961 D \$ 1.1778	314,285	D	
Common Stock ⁽¹⁾	10/15/2004		M		35,961 A \$ 0.13	314,285	D	
Common Stock ⁽¹⁾	10/15/2004		S		35,961 D \$ 1.1778	314,285	D	
Common Stock ⁽¹⁾	10/15/2004		M		17,980 A \$ 0.13	314,285	D	

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Common Stock ⁽¹⁾ 10/15/2004 S 17,980 D \$ 1.1778 314,285 D

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

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SEC 1474
(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 July 16, 1998 ⁽¹⁾	\$ 0.13	10/15/2004		M	35,961	⁽²⁾ 07/15/2008	Common Stock	35,961
Stock option (right to buy) granted July 16, 1998 ⁽¹⁾	\$ 0.13	10/15/2004		M	35,961	⁽²⁾ 07/15/2008	Common Stock	35,961
Stock option (right to buy) granted July 16, 1998 ⁽¹⁾	\$ 0.13	10/15/2004		M	17,980	⁽²⁾ 07/15/2008	Common Stock	17,980

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Beck Daniel F
58 HOLLIS STREET
GROTON, MA 01450

X President of the Americas Ops.

Signatures

/s/ Kevin P. Lanouette pursuant to Power of Attorney

10/19/2004

__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 Daniel F. Beck. 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, an option with substantially
- (2) 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.

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.