Erdekian Vahram Form 4 October 25, 2004

Form 5

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

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

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

obligations may continue. See Instruction 1(b).

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 \* Stone Randy

(Last) (First) (Middle)

83 VILES STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

#### CMGI INC [CMGI]

3. Date of Earliest Transaction

(Month/Day/Year) 10/21/2004

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

\_X\_\_ 10% Owner Director Officer (give title \_ 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

# WESTON, MA 02493

(City)	(State)	(Zip) Tabl	e I - Non-I	<b>Derivative</b>	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (		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)
Common Stock (1)	10/21/2004		M M	12,000	A	\$ 0.56	12,000	D	
Common Stock (3)	10/21/2004		M	4,672	A	\$ 0.56	49,344	D	
Common Stock (3)	10/21/2004		M	44,672	A	\$ 0.45	49,344	D	
Common Stock (4)	10/22/2004		S	3,420	D	\$ 1.3004	541,910	D	
Common Stock (4)	10/22/2004		S	46,581	D	\$ 1.2644	541,910	D	

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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. Transactio Code (Instr. 8)	5. Number of or 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 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) granted on Oct. 29, 2001	\$ 0.56	10/21/2004		M	12,000	<u>(2)</u>	11/02/2004	Common Stock	12,000	
Stock Option (right to buy) granted on Oct. 29, 2001	\$ 0.56	10/21/2004		M	4,672	(2)	11/02/2004	Common Stock	4,672	
Stock Option (right to buy) granted on Nov. 5, 2002	\$ 0.45	10/21/2004		M	44,672	<u>(2)</u>	11/02/2004	Common Stock	44,672	

# **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Reporting Owners 2

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	Director	10% Owner	Officer	Other
Stone Randy 83 VILES STREET WESTON, MA 02493		X		
Erdekian Vahram 928 WEST CLIFF DRIVE WESTPORT, CT 06880		X		
Adams Timothy M 130 WILSONDALE STREET WESTWOOD, MA 02090		X		

# **Signatures**

/s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by Randy Stone)					
**Signature of Reporting Person	Date				
/s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by Vahram V. Erdekian)					
**Signature of Reporting Person	Date				
/s/ Kevin P. Lanouette (pursuant to Power of Attorney granted by Timothy M. Adams)	10/25/2004				
**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 Randy Stone. 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.
- (3) These securities are owned by Vahram V. Erdekian. The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
- (4) These securities are owned by Timothy M. Adams. 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. 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.

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