

CMGI INC
Form 3
April 19, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
^ Kelly Mark		(Month/Day/Year)	CMGI INC [CMGI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/17/2006		
C/O CMGI, INC., ^ 1100 WINTER STREET, SUITE 4600			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Pres of Americas Business Unit	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person
WALTHAM, ^ MA ^ 02451				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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(Instr. 5)

Stock Option (right to buy) granted on October 29, 2001 ⁽¹⁾	Â ⁽²⁾	10/28/2011	Common Stock	894	\$ 0.56	D	Â
Stock Option (right to buy) granted on October 29, 2001 ⁽¹⁾	Â ⁽²⁾	10/28/2011	Common Stock	894	\$ 0.56	D	Â
Stock Option (right to buy) granted on October 29, 2001 ⁽¹⁾	Â ⁽²⁾	10/28/2011	Common Stock	447	\$ 0.56	D	Â
Stock Option (right to buy) granted on May 10, 2002 ⁽¹⁾	Â ⁽³⁾	05/09/2012	Common Stock	1,340	\$ 0.56	D	Â
Stock Option (right to buy) granted on May 10, 2002 ⁽¹⁾	Â ⁽³⁾	05/09/2012	Common Stock	1,340	\$ 0.56	D	Â
Stock Option (right to buy) granted on May 10, 2002 ⁽¹⁾	Â ⁽⁴⁾	05/09/2012	Common Stock	670	\$ 0.56	D	Â
Stock Option (right to buy) granted on September 29, 1999 ⁽¹⁾	Â ⁽⁵⁾	09/28/2009	Common Stock	8,990	\$ 2.31	D	Â
Stock Option (right to buy) granted on September 29, 1999 ⁽¹⁾	Â ⁽⁵⁾	09/28/2009	Common Stock	8,990	\$ 2.31	D	Â
Stock Option (right to buy) granted on September 29, 1999 ⁽¹⁾	Â ⁽⁵⁾	09/28/2009	Common Stock	4,494	\$ 2.31	D	Â
Stock Option (right to buy) granted on December 16, 1999 ⁽¹⁾	Â ⁽⁵⁾	12/15/2009	Common Stock	17,980	\$ 4.9	D	Â
Stock Option (right to buy) granted on December 16, 1999 ⁽¹⁾	Â ⁽⁵⁾	12/15/2009	Common Stock	17,980	\$ 4.9	D	Â
Stock Option (right to buy) granted on December 16, 1999 ⁽¹⁾	Â ⁽⁵⁾	12/15/2009	Common Stock	8,990	\$ 4.9	D	Â
Stock Option (right to buy) granted on November 4, 2004 ⁽⁶⁾	Â ⁽⁷⁾	11/03/2011	Common Stock	25,000	\$ 1.36	D	Â
Stock Option (right to buy) granted on November 1, 2005 ⁽⁶⁾	Â ⁽⁸⁾	10/31/2012	Common Stock	35,000	\$ 1.57	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Mark C/O CMGI, INC. 1100 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	^	^	^ Pres of Americas Business Unit	^

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney) 04/19/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option was granted by Modus Media, Inc on grant date shown and assumed by the issuer in connection with the acquisition of Modus Media, Inc. on August 2, 2004.
 - (2) Option vests and becomes exercisable as to all of the remaining shares on October 29, 2006.
 - (3) Option vests and becomes exercisable as to 893 shares on May 10, 2006 and as to 447 shares on May 10, 2007.
 - (4) Option vests and becomes exercisable as to 446 shares on May 10, 2006 and as to 224 shares on May 10, 2007.
 - (5) Option is vested and exercisable as to all of the shares.
 - (6) Granted pursuant to CMGI's 2002 Non-Officer Employee Stock Incentive Plan.
 - (7) Option vested and became exercisable as to 25% on the first anniversary of the date of grant and the remainder vests and becomes exercisable in 36 equal monthly installments.
 - (8) Option vests and becomes exercisable as to 25% on the first anniversary of the date of grant and the remainder vests and becomes exercisable in 36 equal monthly installments.

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.