

CMGI INC

Form 4

August 27, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(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)

08/23/2007

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)
Common Stock	08/23/2007		A	Amount (1) 449,685	A \$ 0 2,917,645	D	
Common Stock	08/23/2007		F	Amount (2) 171,410	D \$ 1.61 2,917,645	D	
Common Stock	04/25/2007		G V	60,000	D \$ 0 2,917,645	D	

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

**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**

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 1.61	08/23/2007		A	674,527	08/23/2008 ⁽³⁾ 08/22/2014	Common Stock 674,527

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) 08/27/2007

__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, 2007 in accordance with Rule 16b-3 and a pre-existing Rule 10b5-1 Sales Plan established by the reporting person on June 25, 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.

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.