Adams Timothy M Form 4 October 19, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Adams Timothy M

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

CMGI INC [CMGI]

(Check all applicable)

(Month/Day/Year)

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

130 WILSONDALE STREET 10/15/2004

4. If Amendment, Date Original

3. Date of Earliest Transaction

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

WESTWOOD, MA 02090

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative S	ecuriti	ies Acqu	iired, Disposed of	f, or Beneficial	y 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 on (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	10/15/2004		M	89,345	A	\$ 0.45	591,911	D	
Common Stock (1)	10/15/2004		M	178,690	A	\$ 0.45	591,911	D	
Common Stock (1)	10/15/2004		M	156,354	A	\$ 0.45	591,911	D	

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

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) granted Nov. 5, 2002 (1)	\$ 0.45	10/15/2004		M		89,345	(2)	11/04/2012	Common Stock	89,345
Stock Option (right to buy) granted Nov. 5, 2002 (1)	\$ 0.45	10/15/2004		M		178,690	<u>(2)</u>	11/04/2012	Common Stock	178,690
Stock Option (right to buy) granted Nov. 5, 2002 (1)	\$ 0.45	10/15/2004		M		156,354	<u>(2)</u>	11/04/2012	Common Stock	156,354

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Adams Timothy M 130 WILSONDALE STREET WESTWOOD, MA 02090		X					

Signatures

/s/ Kevin P. Lanouette pursuant to Power of	10/19/2004
Attorney	10/19/2004

**Signature of Reporting Person

Reporting Owners 2

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 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.
- This option is fully vested and exercisable. This option was granted in substitution for, and in replacement of, the vested portion of an option with substantially 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.