

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

FORM 4/A

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 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(f) of the Investment Company Act 1940

OMB Number 3235-0287
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(Print or Type response)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all Applicable)	
Compaq Computer Corporation			CMGI, INC ("CMGI")		Director X 10% Owner	
(Last)	(First)	(MI)	3. IRS or Soc. Sec. No. of Reporting Person (Voluntary)	4. Statement for Month/Year December 2000	Officer	Other
20555 State Highway 249					---(give title below) ---(Specify below)	
(Street)			5. If Amendment, Date of Original (Month/Year)	August 2000	7. Individual or Joint/Group Filing (Check Applicable Line)	
Houston TX 77070					Form filed by One Reporting Person	
(City)	(State)	(Zip)	X 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)	3. Transaction Code (Instr. 8)	4. Security Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount			
Common Stock	08/18/00	J(1)		116,495	A (1)	41,926,535	D	
Common Stock	08/18/00	J(1)		196,052	A (1)	42,122,587	D	

Reminder: Report on a separate line for each class securities owned directly or indirectly.
*If the form is filed by more than one reporting person, see Instruction 4(b)(v).
**The reporting person disclaims beneficial ownership of the reported securities.

(Over)
SEC 1474 (3-99)

(Print or type responses)

FORM 4 (continued)

TABLE II - Derivative Securities Acquired, Disposed of, Beneficially Owned (e.g., puts, calls, warrants, options, convertible security)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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 and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)	Date Exbl.	Exp. Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) On August 18, 2000, CMGI issued 312,547 shares of common stock to Compaq Computer Corporation as a semi-annual interest payment valued at approximately \$11.5 million related to notes payable issued in the acquisition of AltaVista.

*** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

COMPAQ COMPUTER CORPORATION
/s/ Linda S. Auwers
By: Linda S. Auwers, Vice President
Associate General Counsel and
January 8, 2001
Date

***Signature of Reporting Person

JOINT FILER INFORMATION

Name: CPCG Holdings, Inc.
I.R.S. Identification Number: 76-0647487
Address: 20555 State Highway 249
Houston, TX 77070
Designated Filer: Compaq Computer Corporation
Issuer and Ticker Symbol: CMGI, Inc. ("CMGI")
Statement for Month/Year: December, 2000

CPCG HOLDINGS, INC.

By: /s/ Ben K. Wells January 8, 2001

Ben K. Wells Date
Vice President and Treasurer