

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROV

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 of 1940

OMB Number: Expires: Dec 2001 Estimated average hours per response: .05

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person (Check all applicable)	
Compaq Computer Corporation			CMGI, Inc. ("CMGI")		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) (specify)	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year		
20555 State Highway 249				November 2001		
	(Street)			5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check all applicable line)	
Houston	TX	77070			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table 1 - 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. Securities 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)		
			Code	V	Amount			(A) or (D)	Price
Common Stock	11/8/01	J(1)			4,445,056	A	(1)	D	
Common Stock	11/13/01	S			400,000	D	2.3182	I	
Common Stock	11/14/01	S			500,000	D	2.3980	I	
Common Stock	11/15/01	S			275,000	D	2.4423	I	
Common Stock	11/16/01	S			825,000	D	2.5315	I	
Common Stock	11/19/01	S			1,100,000	D	2.9035	I	
Common Stock	11/20/01	S			400,000	D	2.9349	I	
Common Stock	11/21/01	S			180,000	D	2.3000	I	
Common Stock	11/23/01	S			150,000	D	2.4200	I	
Common Stock	11/26/01	S			450,000	D	2.4044	I	
Common Stock	11/27/01	S			600,000	D	2.2654	I	
Common Stock	11/28/01	S			900,000	D	2.0300	I	
Common Stock	11/29/01	S			750,000	D	1.9227	I	
Common Stock	11/30/01	S			470,000	D	2.0026	44,553,787	I

FORM 4 (continued)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the Form is filed by more than one Reporting Person, See Instruction 4(b)(v).

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)	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 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	10. Ownership Form of Derivative Security (Direct (D) or Indirect (I) (Instr. 4))
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Date	Expira-	Title	Amount or
Exer-	tion		Number of
			Shares

Code	V	(A)	(D)

Explanation of Responses:

- (1) On November 8, 2001, CMGI issued a total of 4,445,056 shares of common stock to CPQ Holdings, Inc. valued at approximately \$7 million, relating to the payment of previously issued Promissory Notes of CMGI. Such common stock was acquired in good faith in connection with a debt previously contracted within the meaning of Section 16(b) of the Securities Exchange Act of 1934, as amended.
- (2) The securities are directly owned by CPQ Holdings, Inc., a wholly owned subsidiary of Compaq Computer Corporation.

Compaq Computer Corporation

By: /s/ Linda S. Auwers

Decem

Linda S. Auwers, Vice President
Deputy General Counsel and
Secretary

Date

**Signature of Reporting Person

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

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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.

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:	August 2001

CPCG HOLDINGS, INC.

By: /s/ Linda S. Auwers

December 7, 2001

Linda S. Auwers, Vice President
and Secretary

Date

**Signature of Reporting Person

Name:	CPQ Holdings, Inc.
I.R.S. Identification Number:	51-0337545
Address:	20555 State Highway 249 Houston, TX 77070
Designated Filer:	Compaq Computer Corporation
Issuer and Ticker Symbol	CMGI, Inc. ("CMGI")
Statement for Month/Year:	August 2001

CPQ HOLDINGS, INC.

By: /s/ Linda S. Auwers

December 7, 2001

Linda S. Auwers, Vice President
and Secretary

Date

**Signature of Reporting Person