

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* WETHERELL DAVID S (Last) (First) (Middle) C/O CMGI, INC. 425 MEDFORD STREET (Street) CHARLESTOWN MA 02129 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CMGI INC [CMGI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 11/24/2003	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	11/24/2003		M		4,611,776 ⁽²⁾⁽³⁾	A	⁽⁵⁾	10,350,566	D	

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 of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy) granted 11/9/93 ⁽¹⁾	⁽⁵⁾	11/24/2003		M			4,611,776	⁽⁴⁾	11/30/2003	Common Stock	4,611,776	\$0	0	D	

Explanation of Responses:

- All share amounts and prices in this report have been adjusted to reflect all stock splits effected prior to the date of filing.
- Such shares were acquired by Mr. Wetherell pursuant to the exercise of a stock option originally granted to Mr. Wetherell on November 9, 1993.
- Mr. Wetherell paid the aggregate exercise price for the shares in cash and, as of the date of this report, has not sold any of the shares acquired pursuant to such option exercise.
- Pursuant to the terms of an Employment Agreement, dated as of November 9, 1993, by and between Mr. Wetherell and CMGI, Inc., to the extent not previously exercisable pursuant to the performance-based vesting provisions of the option, the option became exercisable in full on November 1, 2003, and will expire on November 30, 2003.
- The per share exercise price of the stock option was \$0.166875.

/s/ Kevin P. Lanouette pursuant to POA 11/25/2003

** Signature of Reporting Person Date

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).

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.