

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB Number: 3235-0287
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

(Print or Type Responses)

1. Name and Address of Reporting Person\*
2. Issuer Name and Ticker or Trading Symbol
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person to Issuer (Check all applicable)
7. Individual or Joint/Group Filing (Check Applicable Line)

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

Table with 7 columns: 1. Title of Security (Instr. 3), 2. Transaction Date (Month/Day/Year), 3. Transaction Code, 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), 7. Nature of Indirect Beneficial Ownership (Instr. 4)

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).







Inc., a  
wholly owned  
subsidiary  
of Compaq  
Computer  
Corporation  
Compaq  
Computer  
Corporation  
By: /s/  
LINDA S.  
AUWERS  
9/7/2001 ---  
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- Linda S.  
Auwers, Vice  
President  
Date Deputy  
General  
Counsel and  
Secretary  
\*\*Signature  
of Reporting  
Person

\*\*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  
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Form, one of  
which must  
be manually  
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space  
provided is  
insufficient,  
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Instruction  
6 for  
procedure.  
Potential  
persons who  
are to  
respond to  
the  
collection  
of  
information  
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this form  
are not  
required to  
respond  
unless the  
form  
displays a  
currently  
Page 2 valid  
OMB number.  
SEC 1474 (7-  
96)

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JOINT FILER INFORMATION  
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NAME: CPCG Holdings, Inc.  
I.R.S. Identification Number: 76-0647487  
Address: 20555 State Highway 249  
Houston, TX 77090  
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 September 7, 2001

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Linda S. Auwers, Vice Date  
President and Secretary  
\*\*Signature of Reporting Person

Name: CPQ Holdings, Inc.  
I.R.S. Identification Number: 51-0337545  
Address: 20555 State Highway 249  
Houston, TX 77040  
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 September 7, 2001

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Linda S. Auwers, Vice Date  
President and Secretary  
\*\*Signature of Reporting Person