OMB APPROVAL

[] 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

1. Name and Address of Reporting Person* Compaq Computer Corporation				. Issuer Name and Ticker or Trading Symbo CMGI, Inc. ("CMGI")			ol 6.		p of Reporting Person Check all applicable) tor X 10% Owner			
(Last)	(Last) (First) 20555 State Highway 249) 3	Numbe	IRS or Social Security Number of Reporting Person (Voluntary)			Statement for Month/Year August 2001		Officer		ner (Specify below
Houston	(Street) TX	77070						If Amendment Date of Or	t,		below)	331311)
(City)	(State)	(State) (Zip)								7. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person		
	TABLE	I NON-D	ERIVAT					POSED OF, OF		CIALLY OWNED		
1. Title (Instr.	of Security 3)	2. Trans- action Date (Month/ Day/ Year)	t C	ransac- 4. Securities ion or Disposed ode (Instr. 3, Instr. 8)		sposed o	ŕ(D) `´	curiticially End of	es Benefi- Owned at	. Owner- ship Form: Direct (D) or Indirect	7. Nature of In- direct Benefi- cial Owner-
			Code	V	Amount	(A) or (D)	D)	Price			(I) (Instr. 4)	ship (Instr. 4)
Common St		08/18/01	J(1)		2,011,682			(1)			I	(2)
Common St		08/18/01	J(1)		3,385,514	Α		(1)	47,	108,731	I	(2)

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).

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2
   FORM 4
 (CONTINUED)
 TABLE II --
 DERIVATIVE
 SECURITIES
  ACQUIRED,
DISPOSED OF,
      0R
BENEFICIALLY
OWNED (E.G.,
PUTS, CALLS,
  WARRANTS,
  OPTIONS,
 CONVERTIBLE
SECURITIES)
-----
 -- 1. Title
 of
Derivative
2. Conver-
3. Trans- 4.
Trans- 5.
Number of 6.
Date Exer-
7. Title and Amount 8.
    Price
  Security
   sion or
    action
    action
 Derivative
 cisable and
     of
 Underlying
 of (Instr.
 3) Exercise
 Ďate Code
 Securities
     Ac-
 Expiration
 Securities
Deriv- Price
 of (Month/
 (Instr. 8)
quired (A)
   or Date
  (Instr. 3
and 4) ative
 Deriv- Day/
Disposed of
 (D)
(Month/Day/
Secur- ative
Year)
(Instr. 3,
4, Year) ity
Security and
 5) (Instr.
5) -----
-----
   -- Date
Expira-
Amount or --
-----
Exer- tion
Title Number
of Code V
(A) (D)
cisable Date
Shares - ---
-----
```

--------------- 9. Number of 10. **Ownership** 11. Nature of Derivative Form of Indirect Securities Derivative Beneficial Beneficially Security: Ownership Owned at End Direct (D) (Instr. 4) of Month or Indirect (I) (Instr. 4) (Instr. 4) ------

----------Explanation of Responses: (1) On August 18, 2001, CMGI issued a total of 5,397,196 shares of common stock to CPQ Holdings, Inc. ("CPQ") as a semiannual interest payment valued at approximately \$11.5 million related to previously existing notes payable to CPQ, issued in connection with CMGI's acquisition of AltaVista Company. (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
9/7/2001 ---
----
- 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
three copies
of this
Form, one of which must
 be manually signed. If
space
provided 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
Page 2 valid
OMB number.
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```

96)

CPQ HOLDINGS, INC.

By: /s/ Linda S. Auwers

Linda S. Auwers, Vice President and Secretary **Signature of Reporting Person September 7, 2001

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