

Riley David
Form 3
June 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Riley David		(Month/Day/Year)	CMGI INC [CMGI]	
(Last)	(First)	(Middle)	06/09/2006	
C/O CMGI, INC., 1100 WINTER STREET, SUITE 4600			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WALTHAM, MA 02451			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Interim CFO and Treasurer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	36,196 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy) granted on June 28, 2002	Â (2)	06/27/2009	Common Stock	2,376	\$ 0.48	D	Â
Stock Option (right to buy) granted on September 2, 2003	Â (3)	09/01/2010	Common Stock	57,500	\$ 1.59	D	Â
Stock Option (right to buy) granted on August 2, 2004	Â (4)	08/01/2011	Common Stock	70,000	\$ 1.39	D	Â
Stock Option (right to buy) granted on November 1, 2005	Â (5)	10/31/2012	Common Stock	70,000	\$ 1.57	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Riley David C/O CMGI, INC. 1100 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	Â	Â	Â Interim CFO and Treasurer	Â

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney) 06/14/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) 30,918 shares are restricted stock. Restrictions lapse as to 9,583 shares on 9/2/2006; restrictions lapse as to 10,669 shares on 8/2/2006; and restrictions lapse as to 10,666 shares on 8/2/07. There are no restrictions with respect to the remaining 5,278 shares.
- (2) The option is vested and exercisable with respect to 1,583 shares and the remaining shares vest and become exercisable on 6/28/2006.
- (3) The option is vested and exercisable with respect to 39,530 shares and the remaining shares vest and become exercisable in equal monthly installments until fully vested on the fourth anniversary of the grant date.
- (4) The option is vested and exercisable with respect to 32,083 shares and the remaining shares vest and become exercisable in equal monthly installments until fully vested on the fourth anniversary of the grant date.
- (5) The option vests and becomes exercisable as to 25% on the first anniversary of the date of grant and the remainder in 36 equal monthly installments thereafter.

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.