

THINGELSTAD JAMIE  
Form 4  
January 25, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN 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 \*  
THINGELSTAD JAMIE

2. Issuer Name and Ticker or Trading Symbol  
MARKETWATCH INC [MKTW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
825 BATTERY ST.

3. Date of Earliest Transaction (Month/Day/Year)  
01/21/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CTO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/21/2005		D	464 D <u>1</u> 0		D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.15	01/21/2005		D	6,667	<u>(2)</u> 02/11/2012	Common Stock 6,667
Employee Stock Option (Right to Buy)	\$ 3.912	01/21/2005		D	16,667	<u>(3)</u> 08/23/2012	Common Stock 16,667
Employee Stock Option (Right to Buy)	\$ 8.51	01/21/2005		D	20,747	<u>(4)</u> 11/14/2013	Common Stock 20,747
Employee Stock Option (Right to Buy)	\$ 8.51	01/21/2005		D	12,587	<u>(5)</u> 11/14/2013	Common Stock 12,587
Employee Stock Option (Right to Buy)	\$ 11.68	01/21/2005		D	41,439	<u>(6)</u> 09/24/2014	Common Stock 41,439
Employee Stock Option (Right to Buy)	\$ 11.68	01/21/2005		D	8,561	<u>(7)</u> 09/24/2014	Common Stock 8,561

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

THINGELSTAD JAMIE  
825 BATTERY ST.  
SAN FRANCISCO, CA 94111

CTO

## Signatures

Jamie  
Thingelstad                      01/24/2005  
    \*\*Signature of                      Date  
    Reporting Person

## Explanation of Responses:

- \* 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).
- (1) The purchase right under the issuer's ESPP plan was canceled in the Merger in exchange for cash consideration of \$5,188.91 This represents the difference between the price per share of \$6.817 and the cash consideration of \$18 per share in connection with the merger.
- (2) This option fully vested on the effective date of the merger and was assumed by Dow Jones and Company, Inc. in the merger and was replaced with an option to purchase 2,900 shares of Dow Jones common stock for \$9.55 per share.
- (3) This option fully vested on the effective date of the merger and was assumed by Dow Jones and Company, Inc. in the merger and was replaced with an option to purchase 7,250 shares of Dow Jones common stock for \$9.00 per share.
- (4) This option fully vested on the effective date of the merger and was assumed by Dow Jones and Company, Inc. in the merger and was replaced with an option to purchase 9,024 shares of Dow Jones common stock for \$19.57 per share.
- (5) This option fully vested on the effective date of the merger and was assumed by Dow Jones and Company, Inc. in the merger and was replaced with an option to purchase 5,475 shares of Dow Jones common stock for \$19.57 per share.
- (6) This option fully vested on the effective date of the merger and was assumed by Dow Jones and Company, Inc. in the merger and was replaced with an option to purchase 18,025 shares of Dow Jones common stock for \$26.86 per share.
- (7) This option fully vested on the effective date of the merger and was assumed by Dow Jones and Company, Inc. in the merger and was replaced with an option to purchase 3,724 shares of Dow Jones common stock for \$26.86 per share.

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.