

THINGELSTAD JAMIE

Form 4

November 30, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THINGELSTAD JAMIE

(Last) (First) (Middle)

825 BATTERY ST.

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MARKETWATCH INC [MKTW]

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

11/26/2004

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

CTO

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/26/2004                              |                                                             | S                                    | 53,332 D                                                                | \$ 18 1,013                                                                                                        | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/26/2004                              |                                                             | M                                    | 13,333 A                                                                | \$ 4.15 14,346                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/26/2004                              |                                                             | M                                    | 23,333 A                                                                | \$ 3.912 24,346                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/26/2004                              |                                                             | M                                    | 837 A                                                                   | \$ 8.51 1,850                                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/26/2004                              |                                                             | M                                    | 15,829 A                                                                | \$ 8.51 16,842                                                                                                     | D                                                                    |                                                                   |

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

**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 control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 3.912                                                           | 11/26/2004                              |                                                             | M                                    | 23,333                                                                                                       | <u>(1)</u> 08/23/2012                                          | Common<br>Stock                                                     | 23,333                                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.15                                                            | 11/26/2004                              |                                                             | M                                    | 13,333                                                                                                       | <u>(2)</u> 02/11/2012                                          | Common<br>Stock                                                     | 13,333                                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 8.51                                                            | 11/26/2004                              |                                                             | D                                    | 16,666                                                                                                       | <u>(3)</u> 11/14/2013                                          | Common<br>Stock                                                     | 16,666                                 |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                 | Director      | 10% Owner | Officer | Other |
| THINGELSTAD JAMIE<br>825 BATTERY ST.<br>SAN FRANCISCO, CA 94111 |               |           | CTO     |       |

## Signatures

Jamie  
Thingelstad 11/30/2004

\_\_Signature of  
Reporting Person

Date

## 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) Option to purchase 50,000 shares of common stock granted on August 23, 2002. Becomes exercisable with respect to 1/3 of the shares as of each of August 23, 2003, August 23, 2004 and August 23, 2005.
- (2) Option to purchase 20,000 shares of common stock granted on February 11, 2002. Becomes exercisable with respect to 1/3 of the shares as of each of February 11, 2003, February 11, 2004 and February 11, 2005.
- (3) Option to purchase 50,000 shares of common stock granted on November 14, 2003. Becomes exercisable with respect to 1/3 of the shares as of each of November 14, 2004, November 14, 2005 and November 14, 2006.

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

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