

MARCHEX INC
Form 4
January 31, 2008

FORM 4

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

OMB APPROVAL

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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 *
PAR INVESTMENT PARTNERS LP

(Last) (First) (Middle)

**ONE INTERNATIONAL PLACE,
SUITE 2400,**

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MARCHEX INC [mchx]

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. 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-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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B common stock | 01/25/2008 | | P | | 7,500 | A | \$ 7.9893 |
| | | | | | | | 3,710,000 |
| | | | | | | | D <u>(1)</u> |
| Class B common stock | 01/25/2008 | | P | | 7,500 | A | \$ 7.9893 |
| | | | | | | | 3,710,000 |
| | | | | | | | I #2 <u>(2)</u> |
| Class B common stock | 01/25/2008 | | P | | 7,500 | A | \$ 7.9893 |
| | | | | | | | 3,710,000 |
| | | | | | | | I #3 <u>(3)</u> |
| Class B common | 01/25/2008 | | P | | 333,401 | A | \$ 7.9999 |
| | | | | | | | 3,710,000 |
| | | | | | | | D <u>(1)</u> |

stock

| | | | | | | | | |
|----------------------------|------------|---|---------|---|--------------|-----------|------------------|-------------------|
| Class B common stock | 01/25/2008 | P | 333,401 | A | \$ 7.9999 | 3,710,000 | I | #2 ⁽²⁾ |
| Class B common stock | 01/25/2008 | P | 333,401 | A | \$ 7.9999 | 3,710,000 | I | #3 ⁽³⁾ |
| Class B common stock | 01/29/2008 | P | 15,000 | A | \$ 7.7253 | 3,710,000 | D ⁽¹⁾ | |
| Class B common stock | 01/29/2008 | P | 15,000 | A | \$ 7.7253 | 3,710,000 | I | #2 ⁽²⁾ |
| Class B common stock | 01/29/2008 | P | 15,000 | A | \$ 7.7253 | 3,710,000 | I | #3 ⁽³⁾ |

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.

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(9-02)

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

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

PAR INVESTMENT PARTNERS LP
ONE INTERNATIONAL PLACE, SUITE 2400
BOSTON, MA 02110

PAR Group, L.P.
ONE INTERNATIONAL PLACE
SUITE 2401 X
BOSTON, MA 02110

PAR CAPITAL MANAGEMENT INC
ONE INTERNATIONAL PLACE SUITE 2401 X
BOSTON, MA 02110

Signatures

Gina DiMento, General Counsel & Vice President 01/31/2008

__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) These shares are held directly by PAR Investment Partners, L.P. ("PIP").

These shares are held directly by PIP. PAR Group, L.P. ("PAR Group") is the general partner of PIP. PAR Group disclaims beneficial ownership of these securities except to the extent of the pecuniary interest, if any, in such securities as a result of PAR Group's general partner interest in PIP and a contingent right to receive a performance-based advisory fee from PIP.

(2) These securities are held directly by PIP. PAR Capital Management, Inc. ("PAR Capital") is the general partner of PAR Group, which is the general partner of PIP. PCM disclaims beneficial ownership of these securities except to the extent of the pecuniary interest, if any, in such securities as a result of PCM's general partner interest in PAR Group.

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.