

MARKETWATCH INC

Form 4

February 15, 2005

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 *
PEARSON PLC

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)
80 STRAND, LONDON
(Street)

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

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

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

WC2R 0RL UK

(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)
Common Stock, par value \$.01 per share	01/21/2005		J(1)	5,636,814 D	\$ 18 (1) 0	I	See Footnote (2)

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEARSON PLC 80 STRAND LONDON WC2R 0RL UK		X		

Signatures

/s/ Stephen Jones,
Pearson plc

**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).

As announced by the Issuer pursuant to a merger dated November 14, 2004, among Dow Jones & Company, Inc. ("Dow Jones"), Golden Acquisition Corp. ("Golden") and the Issuer, the Issuer merged with Golden, a wholly-owned subsidiary of Dow Jones, with the Issuer

- (1) surviving the merger as a wholly-owned subsidiary of Dow Jones. Each outstanding share of the Issuer's Common Stock, including the Common Stock beneficially owned by the Reporting Person, was converted automatically into the right to receive \$18.00 in cash, without interest.

- (2) Pursuant to the merger, the 5,636,814 shares of Common Stock of the Issuer previously held directly by Pearson International Finance Ltd., a corporation organized under the laws of England and Wales ("PIFL") were converted automatically into the right to receive \$18.00 in cash, without interest. PIFL is a wholly-owned direct subsidiary of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares of Common Stock except to the extent of its pecuniary interest derived through its ownership interest in PIFL.

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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