MARCHEX INC Form 4 May 16, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

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obligations

(Print or Type Responses)

| 1. Name and Address of Reporting Person * HOROWITZ RUSSELL C | 2. Issuer Name and Ticker or Trading Symbol MARCHEX INC [MCHX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|--|---|--|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | | | | | |
| | (Month/Day/Year) | _X_ DirectorX_ 10% Owner | | | | |
| 520 PIKE STREET, SUITE 2000 | 05/12/2016 | _X_ Officer (give title Other (speci below) below) Executive Director(on 5/12/16) | | | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| | Filed(Month/Day/Year) | | | | | |
| SEATTLE, WA 98101 | | Form filed by More than One Reporting Person | | | | |
| | | | | | | |

| (City) | (State) | (Zip) Tabl | e I - Non-I | Derivative S | ecuriti | ies Acqu | ired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|--------------------|---------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5) (Instr. 8) | | | of (D) | 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) |
| Class B Common Stock | 05/12/2016 | | Code V A | Amount 100,000 (1) | (D) | Price \$ 0.01 | 280,700 | D | |
| Class B Common Stock | 05/12/2016 | | F(2) | 9,296 | D | \$ 3.75 | 271,404 | D | |
| Class B Common Stock | | | | | | | 5,000 | I | By IRA |

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)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|-------------|------------------|-------------|-----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration Da | ate | Amoun | it of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | - | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A manust | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or N | | |
| | | | | | Exercisable | Exercisable Date | | Number | | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOROWITZ RUSSELL C 520 PIKE STREET SUITE 2000

X Executive Director(on 5/12/16)

SEATTLE, WA 98101

Signatures

Russell C. Horowitz 05/16/2016

**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) Restricted stock award effective May 12, 2016. The restricted stock award vests in equal amounts quarterly through May 12, 2017.
- (2) Exempt disposition to the Issuer under Rule 16b-3(e) to satisfy tax withholding obligations arising out of the vesting of restricted stock.

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.

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