

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

OMB
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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 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)
Common Stock	11/26/2004		S	53,332 D	\$ 18 1,013	D	
Common Stock	11/26/2004		M	13,333 A	\$ 4.15 14,346	D	
Common Stock	11/26/2004		M	23,333 A	\$ 3.912 24,346	D	
Common Stock	11/26/2004		M	837 A	\$ 8.51 1,850	D	
Common 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.

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.912	11/26/2004		M	23,333	<u>(1)</u> 08/23/2012	Common Stock	23,333
Stock Option (Right to Buy)	\$ 4.15	11/26/2004		M	13,333	<u>(2)</u> 02/11/2012	Common Stock	13,333
Stock Option (Right to Buy)	\$ 8.51	11/26/2004		D	16,666	<u>(3)</u> 11/14/2013	Common Stock	16,666

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 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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