

THINGELSTAD JAMIE
Form 4
January 25, 2005

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 *
THINGELSTAD JAMIE

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)

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

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

825 BATTERY ST.

(Street)

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

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

SAN FRANCISCO, CA 94111

(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)
				(A) or (D) Price			
Common Stock	01/21/2005		D	464 D <u>1</u> 0		D	

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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.15	01/21/2005		D	6,667	<u>(2)</u> 02/11/2012	Common Stock 6,667
Employee Stock Option (Right to Buy)	\$ 3.912	01/21/2005		D	16,667	<u>(3)</u> 08/23/2012	Common Stock 16,667
Employee Stock Option (Right to Buy)	\$ 8.51	01/21/2005		D	20,747	<u>(4)</u> 11/14/2013	Common Stock 20,747
Employee Stock Option (Right to Buy)	\$ 8.51	01/21/2005		D	12,587	<u>(5)</u> 11/14/2013	Common Stock 12,587
Employee Stock Option (Right to Buy)	\$ 11.68	01/21/2005		D	41,439	<u>(6)</u> 09/24/2014	Common Stock 41,439
Employee Stock Option (Right to Buy)	\$ 11.68	01/21/2005		D	8,561	<u>(7)</u> 09/24/2014	Common Stock 8,561

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

