

RAYPORT JEFFREY
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 *
RAYPORT JEFFREY

(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)
01/21/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Employee Stock Option (Right to Buy)	\$ 2.85	01/21/2005	D	10,000	<u>(1)</u>	06/01/2011	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 5	01/21/2005	D	2,000	<u>(2)</u>	05/31/2012	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 7.97	01/21/2005	D	2,000	<u>(3)</u>	05/29/2013	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 8.37	01/21/2005	D	2,000	<u>(4)</u>	08/04/2014	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 11.68	01/21/2005	D	5,500	<u>(5)</u>	09/24/2014	Common Stock	5,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYPORT JEFFREY 825 BATTERY ST. SAN FRANCISCO, CA 94111		X		

Signatures

Jeffrey Rayport 01/24/2005

**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) The stock option right under the issuer's plan was canceled in the merger in exchange for cash consideration of \$151,500. This represents the difference between the price per share of \$2.85 and the cash consideration of \$18 per share in connection with the merger.
- (2) The stock option right under the issuer's plan was canceled in the merger in exchange for cash consideration of \$26,000. This represents the difference between the price per share of \$5.00 and the cash consideration of \$18 per share in connection with the merger.
- (3) The stock option right under the issuer's plan was canceled in the merger in exchange for cash consideration of \$20,060. This represents the difference between the price per share of \$7.97 and the cash consideration of \$18 per share in connection with the merger.
- (4) The stock option right under the issuer's plan was canceled in the merger in exchange for cash consideration of \$19,260. This represents the difference between the price per share of \$8.37 and the cash consideration of \$18 per share in connection with the merger.
- (5) The stock option right under the issuer's plan was canceled in the merger in exchange for cash consideration of \$34,760. This represents the difference between the price per share of \$11.68 and the cash consideration of \$18 per share in connection with the merger.

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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