KRAMER LAWRENCE S

Form 4

November 30, 2004

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KRAMER LAWRENCE S			2. Issuer Name and Ticker or Trading Symbol MARKETWATCH INC [MKTW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Midd		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
825 BATTERY ST			(Month/Day/Year) 11/26/2004	_X_ Director 10% OwnerX_ Officer (give title Other (specify below) Chairman and CEO		
(Street) SAN FRANCISCO, CA 94111			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
			Filed(Month/Day/Year)			

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative S	Securi	ties Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie oner Disposee (Instr. 3, 4	d of (I	O)	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		M	130,000	A	\$ 4	271,101	D	
Common Stock	11/26/2004		S	130,000	D	\$ 18	141,101	D	
Common Stock	11/26/2004		M	40,000	A	\$ 4.0312	167,757	D	
Common Stock	11/26/2004		S	40,000	D	\$ 18	141,101	D	
Common Stock	11/26/2004		M	190,000	A	\$ 2.63	275,495	D	

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Common Stock 11/26/2004 S 190,000 D \$18 141,101 D

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 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		vative Expiration Date rities (Month/Day/Year) rired (A) or osed of (D)		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
Stock Option (Right to Buy)	\$ 2.63	11/26/2004		M		190,000	(3)	07/02/2011	Common Stock	190,000
Stock Option (Right to Buy)	\$ 4.0312	11/26/2004		M		40,000	<u>(1)</u>	10/26/2010	Common Stock	40,000
Stock Option (Right to Buy)	\$ 4	11/26/2004		M		130,000	(2)	10/29/2007	Common Stock	130,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
KRAMER LAWRENCE S 825 BATTERY ST SAN FRANCISCO, CA 94111	X		Chairman and CEO					

Signatures

Reporting Person

Lawrence
Kramer

**Signature of

Date

Reporting Owners 2

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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 40,000 shares of common stock granted on October 26, 2000. Becomes exercisable with respect to one third of the shares as of each of October 26, 2001, October 26, 2002 and October 26, 2003.
- Option to purchase 200,000 shares of common stock granted 10/29/97. Exercisable with respect to 66,666 shares as of 10/29/98. Becomes exercisable with respect to 66,667 shares as of 10/29/99 and 66,667 shares as of 10/29/2000.
- Option to purchase 200,000 shares of common stock granted on July 2, 2001. Becomes exercisable with respect to one third of the shares as of each of July 2, 2002, July 2, 2003 and July 2, 2004.

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.