

KRAMER LAWRENCE S
 Form 4
 November 30, 2004

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 *
KRAMER LAWRENCE S

(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
 Officer (give title below) Other (specify below)
 Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
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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(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)
				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	<u>(3)</u> 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	<u>(2)</u> 10/29/2007	Common Stock 130,000

Reporting Owners

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

Signatures

Lawrence Kramer 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 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.
- (2) 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.
- (3) 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.