MARCHEX INC
Form 4
December 22, 2010

FORM 4

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

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
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOROWITZ RUSSELL C

(Last) (First) (Middle)

520 PIKE STREET, SUITE 2000

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MARCHEX INC [MCHX]

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2010

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	12/20/2010		A(1)(6)		76,000	A	$ 0.01	571,000	D	
Class B Common Stock								29,333	I	By Pemrose, LLC
Class B Common Stock								5,000	I	By IRA
Class B Common	12/22/2010		C(2)		240,667	A	$ 0	240,667	I	By MARRCH INVESTMENTS,

Stock LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	$ 8.77	12/20/2010		A		38,000		(3)(6)	12/20/2020	Class B Common Stock
Employee Stock Option (right to buy)	$ 8.77	12/20/2010		A		99,000		(4)(6)	12/20/2020(4)(6)	Class B Common Stock
Restricted Stock Units	(5)	12/20/2010		A		33,000		(5)(6)	(5)(6)	Class B Common Stock
Class A Common Stock (2)	$ 0	12/22/2010		C			240,667	(7)	(8)	Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOROWITZ RUSSELL C 520 PIKE STREET SUITE 2000 SEATTLE, WA 98101	X	X	Chief Executive Officer	

Signatures

Russell C. Horowitz	12/22/2010
**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) Restricted stock award effective December 20, 2010 (the "Grant Date"). The restricted stock vests in accordance with the following four year vesting schedule: 25% of the total shares shall vest on each of the first, second, third and fourth annual anniversaries, respectively, of the Grant Date.

(2) 1 for 1 conversion of Class A Common Stock into Class B Common Stock.

(3) Option grant effective December 20, 2010 (the "Option Grant Date"). 25% of the options will vest on the first annual anniversary of the Option Grant Date. Thereafter, 1/12th of the remaining will vest quarterly thereafter for the following three years.

(4) Option grant effective the Option Grant Date. The options have been issued in three separate tranches, representing approximately 27% ("Tranche A"), 33% ("Tranche B") and 40% ("Tranche C"), respectively, of such award. Such options shall vest on the later of (a) the twelve month anniversary of the Option Grant Date (Tranche A), the twenty-one month anniversary of the Option Grant Date (Tranche B) or the thirty month anniversary of the Option Grant Date (Tranche C), and (b) the last day of the first 20 consecutive trading day period after the Option Grant Date during which the average closing price of the Corporation's Class B Common Stock over such period is equal to or greater than $9.00 (Tranche A), $9.50 (Tranche B) or $10.00 (Tranche C).

(5) Restricted stock unit award effective December 20, 2010 (the "RSU Grant Date"). Each restricted stock unit represents a contingent right to receive one share of the Corporation's Class B Common Stock upon satisfaction of the vesting considerations. The restricted stock units have been issued in three separate tranches, representing approximately 27% ("Tranche A"), 33% ("Tranche B") and 40% ("Tranche C"), respectively, of such award. Such restricted stock units shall vest on the later of (a) the twelve month anniversary of the RSU Grant Date (Tranche A), the twenty-one month anniversary of the RSU Grant Date (Tranche B) or the thirty month anniversary of the RSU Grant Date (Tranche C), and (b) the last day of the first 20 consecutive trading day period after the RSU Grant Date during which the average closing price of the Corporation's Class B Common Stock over such period is equal to or greater than $9.00 (Tranche A), $9.50 (Tranche B) or $10.00 (Tranche C).

(6) One hundred percent (100%) of all options, restricted stock and restricted stock units not already vested as of the date thereof, shall become immediately vested upon the occurrence of both (a) a Change of Control (as defined in such reporting person's award agreements), provided in the case of a performance equity award that the per share value of the Corporation's Class B Common Stock in such Change of Control transaction is equal to or greater than the applicable stock price vesting target, (b) followed by (i) a termination without cause of such reporting person's employment by the Corporation or any successor thereto, (ii) a Diminution in Duties (as defined in such reporting person's award agreements) with respect to the reporting person, or (iii) the 12 month anniversary of the occurrence of the Change of Control.

(7) Immediate Exercisability.

(8) No Expiration Date.

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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