

HODGSON DAVID C
 Form 4
 January 24, 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 *
 HODGSON DAVID C

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE CORPORATION, 3 PICKWICK PLAZA

(Street)

GREENWICH, CT 06830

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/21/2005		U	1,911,939	D \$ 18 0	I	See <u>(1)</u>
Common Stock	01/21/2005		U	1,329	D \$ 18 0	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)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 12.82	01/21/2005		D	10,000	<u>(2)</u> 03/17/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 11.68	01/21/2005		D	7,500	<u>(3)</u> 09/24/2014	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HODGSON DAVID C C/O GENERAL ATLANTIC SERVICE CORPORATION 3 PICKWICK PLAZA GREENWICH, CT 06830	X			

Signatures

David C. Hodgson 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) 1,911,939 shares consists of 1,551,692 shares owned by General Atlantic Partners 69, L.P. ("GAP 69"), 119,496 shares owned by GapStar, LLC ("GapStar") and 240,751 shares owned by GAP Coinvestment Partners II, L.P. ("GAPCO II"). General Atlantic Partners, LLC ("GAP LLC") is the general partner of GAP 69 and the sole member of GapStar. The general partners of GAPCO II are also managing members of GAP LLC. Mr. Hodgson is a managing member of GAP LLC and a general partner of GAPCO II, and disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (2) Option vested in connection with the closing of the merger contemplated by the Agreement and Plan of Merger, dated as of November 14, 2004, by and among MarketWatch.com, Inc., Dow Jones & Company, Inc. and Golden Acquisition Corp. (the "Merger") and was cancelled in exchange for a cash payment per share of \$5.18, representing the difference between the price per share paid in the Merger

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(\$18.00) and the exercise price of the option.

- (3) Option vested in connection with the closing of the Merger and was cancelled in exchange for a cash payment per share of \$6.32, representing the difference between the price per share paid in the Merger (\$18.00) and the exercise price of the option.

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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