

HODGSON DAVID C  
Form 4  
January 24, 2005

**FORM 4**

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

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

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

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 <sup>(1)</sup>
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.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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	(2) 03/17/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 11.68	01/21/2005		D	7,500	(3) 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).
- 1,911,939 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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