

REDSTONE SUMNER M
Form 4
January 25, 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 *
VIACOM INC

2. Issuer Name and Ticker or Trading Symbol
MARKETWATCH INC [MKTW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1515 BROADWAY,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2005

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

NEW YORK, NY 10036

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	01/21/2005		J ⁽¹⁾	5,636,814	D \$ 18 <u>(1)</u>	0 <u>(1)</u>	I Indirect <u>(2)</u>

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)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIACOM INC 1515 BROADWAY NEW YORK, NY 10036		X		
CBS BROADCASTING INC 1515 BROADWAY NEW YORK, NY 10036		X		
WESTINGHOUSE CBS HOLDING CO INC 1515 BROADWAY NEW YORK, NY 10036		X		
NAIRI INC 200 ELM STREET DEDHAM, MA 02026		X		
NATIONAL AMUSEMENTS INC /MD/ 200 ELM STREET DEDHAM, MA 02026		X		
REDSTONE SUMNER M C/O NATIONAL AMUSEMENTS, INC. 200 ELM STREET DEDHAM, MA 02026		X		

Signatures

By: Michael D. Fricklas, Executive Vice President 01/25/2005

__Signature of Reporting Person Date

By: Michael D. Fricklas, Executive Vice President 01/25/2005

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<u>Signature of Reporting Person</u>	Date
By: Michael D. Fricklas, Executive Vice President	01/25/2005
<u>Signature of Reporting Person</u>	Date
By: Sumner M. Redstone, Chairman & President	01/25/2005
<u>Signature of Reporting Person</u>	Date
By: Sumner M. Redstone, Chairman & CEO	01/25/2005
<u>Signature of Reporting Person</u>	Date
/s/ Redstone, Sumner M.	01/25/2005
<u>Signature of Reporting Person</u>	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).

As announced by the Issuer, pursuant to a merger dated November 12, 2004, among Dow Jones & Company, Inc. (Dow Jones), Golden Acquisition Corp. (Golden) and the Issuer, the Issuer merged with Golden, a wholly-owned subsidiary of Dow Jones, with the Issuer

(1) surviving the merger as a wholly-owned subsidiary of Dow Jones. Each outstanding share of the Issuer's Common Stock, including the Common Stock beneficially owned by the Reporting Persons, was converted automatically into the right to receive \$18.00 in cash, without interest.

The Common Stock was owned directly by CBS Broadcasting Inc., a wholly-owned subsidiary of Westinghouse CBS Holding Company, Inc. (Holding), which in turn is a wholly-owned subsidiary of Viacom, but may also be deemed to be beneficially owned by (1) Holding,

(2) Viacom, (3) NAIRI, Inc. (NAIRI), which owns approximately 71% of Viacom's voting stock, (4) NAIRI's parent corporation, National Amusements, Inc. (NAI), and (5) Sumner Redstone, who is the controlling stockholder of NAI.

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.