

MARCHEX INC  
Form 4  
May 13, 2014

**FORM 4**

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

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).

**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 \*  
ARENDS MICHAEL A

(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)  
05/11/2014

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)  
Chief Financial Officer

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  | (A) or (D)   | Price   |
| Class B Common Stock            | 05/11/2014                           |  | F <sup>(1)</sup>               |   | 4,786   | D  | \$ 10.59 397,385                                      |
| Class B Common Stock            | 05/12/2014                           |  | M                              |   | 100,000   | A  | \$ 4.63 497,385                                       |
| Class B Common Stock            | 05/12/2014                           |  | S <sup>(2)</sup>               |   | 100,000   | D  | \$ 10.7998 397,385                                    |
| Class B Common                  |                                      |  |                                |   |   |  | 18,100 I By IRA                                       |

|                            |  |        |   |   |
|----------------------------|--|--------|---|---|
| Stock                      |  |        |   |   |
| Class B<br>Common<br>Stock |  | 6,500  | I | By IRA<br>for Diana<br>Arends                     |
| Class B<br>Common<br>Stock |  | 10,500 | I | By Trust<br>for<br>Nicole<br>Marie <sup>(3)</sup> |

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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount  |
| Non-qualified Stock Option (Right to Buy)  | \$ 4.63  | 05/12/2014                           |  | M                              | 100,000   | <sup>(4)</sup> 08/12/2019                                | Class B Common Stock 100                                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| ARENDS MICHAEL A<br>520 PIKE STREET<br>SUITE 2000<br>SEATTLE, WA 98101 |               |           | Chief Financial Officer |       |

## Signatures

Michael A. Arends 05/13/2014

\*\*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) Exempt disposition to the Issuer under Rule 16b-3(e) to satisfy tax withholding obligations arising out of the vesting of restricted stock.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10(b)5-1 trading plan adopted by the reporting person in 2014 and which such Rule 10(b)5-1 trading plan shall terminate on the earlier of all shares having been sold thereunder or December 31, 2015.
- (3) Reporting person disclaims beneficial ownership.
- (4) Immediate exercisability.

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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