

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>VIACOM INC</u>  (Last) (First) (Middle) <u>1515 BROADWAY</u>  (Street) <u>NEW YORK NY 10036</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARKETWATCH INC [ MKTW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2005</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock	01/21/2005		j <sup>(1)</sup>		5,636,814	D	\$18 <sup>(1)</sup>	0 <sup>(1)</sup>	I	Indirect <sup>(2)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
VIACOM INC  
 (Last) (First) (Middle)  
1515 BROADWAY  
 (Street)  
NEW YORK NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CBS BROADCASTING INC  
 (Last) (First) (Middle)  
1515 BROADWAY  
 (Street)  
NEW YORK NY 10036  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WESTINGHOUSE CBS HOLDING CO INC  
 (Last) (First) (Middle)  
1515 BROADWAY  
 (Street)  
NEW YORK NY 10036  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">NAIRI INC</a>		
(Last)	(First)	(Middle)
200 ELM STREET		
(Street)		
DEDHAM	MA	02026
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">NATIONAL AMUSEMENTS INC /MD/</a>		
(Last)	(First)	(Middle)
200 ELM STREET		
(Street)		
DEDHAM	MA	02026
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">REDSTONE SUMNER M</a>		
(Last)	(First)	(Middle)
C/O NATIONAL AMUSEMENTS, INC.		
200 ELM STREET		
(Street)		
DEDHAM	MA	02026
(City)	(State)	(Zip)

**Explanation of Responses:**

- 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 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.

**Remarks:**

<a href="#">By: Michael D. Fricklas, Executive Vice President</a>	<a href="#">01/25/2005</a>
<a href="#">By: Michael D. Fricklas, Executive Vice President</a>	<a href="#">01/25/2005</a>
<a href="#">By: Michael D. Fricklas, Executive Vice President</a>	<a href="#">01/25/2005</a>
<a href="#">By: Sumner M. Redstone, Chairman &amp; President</a>	<a href="#">01/25/2005</a>
<a href="#">By: Sumner M. Redstone, Chairman &amp; CEO</a>	<a href="#">01/25/2005</a>
<a href="#">/s/ Redstone, Sumner M.</a>	<a href="#">01/25/2005</a>

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.