

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

MarketWatch, Inc.  
(formerly MarketWatch.com, Inc.)

-----  
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

-----  
(Title of Class of Securities)

570619106

-----  
(CUSIP Number)

Sumner M. Redstone  
National Amusements, Inc.  
200 Elm Street  
Dedham, Massachusetts 02026  
Telephone: (781) 461-1600

with a copy to:  
Michael D. Fricklas, Esq.  
Viacom Inc.  
1515 Broadway  
New York, New York 10036  
Telephone: (212) 258-6000

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

January 21, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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CUSIP No. 570619106  
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-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS (See Instructions)  
  
N/A  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----

7 SOLE VOTING POWER  
  
0  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
  
0  
-----

9 SOLE DISPOSITIVE POWER  
  
0  
-----

10 SHARED DISPOSITIVE POWER  
  
0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
0  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
0  
-----

14 TYPE OF REPORTING PERSON (See Instructions)  
  
IN  
-----

SCHEDULE 13D

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CUSIP No. 570619106  
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-----  
1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NATIONAL AMUSEMENTS, INC.  
I.R.S. Identification No. 04-2261332  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS (See Instructions)

N/A  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland  
-----

7 SOLE VOTING POWER

0  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0  
-----

9 SOLE DISPOSITIVE POWER

0  
-----

10 SHARED DISPOSITIVE POWER

0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0  
-----

14 TYPE OF REPORTING PERSON (See Instructions)

C0  
-----

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CUSIP No. 570619106  
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-----  
1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NAIRI, INC.  
I.R.S. Identification No. 04-3446887

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS (See Instructions)

N/A

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
8 SHARED VOTING POWER

0

-----  
9 SOLE DISPOSITIVE POWER

0

-----  
10 SHARED DISPOSITIVE POWER

0

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0

-----  
14 TYPE OF REPORTING PERSON (See Instructions)

C0  
-----

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CUSIP No. 570619106  
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-----  
1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

VIACOM INC.  
I.R.S. Identification No. 04-2949533  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS (See Instructions)

N/A  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

7 SOLE VOTING POWER

0  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0  
-----

9 SOLE DISPOSITIVE POWER

0  
-----

10 SHARED DISPOSITIVE POWER

0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0  
-----

14 TYPE OF REPORTING PERSON (See Instructions)

C0  
-----

SCHEDULE 13D

-----  
CUSIP No. 570619106  
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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

WESTINGHOUSE CBS HOLDING COMPANY, INC.  
I.R.S. Identification No. 25-1776511  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS (See Instructions)

N/A  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

7 SOLE VOTING POWER

0  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0  
-----

9 SOLE DISPOSITIVE POWER

0  
-----

10 SHARED DISPOSITIVE POWER

0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0  
-----

14 TYPE OF REPORTING PERSON (See Instructions)

C0  
-----

SCHEDULE 13D

-----  
CUSIP No. 570619106  
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-----  
1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CBS BROADCASTING INC.  
I.R.S. Identification Nos. 13-0590730  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS (See Instructions)

N/A  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York  
-----

7 SOLE VOTING POWER

0  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0  
-----

9 SOLE DISPOSITIVE POWER

0  
-----

10 SHARED DISPOSITIVE POWER

0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0  
-----

14 TYPE OF REPORTING PERSON (See Instructions)

C0  
-----

## Item 1. Security and Issuer

This Amendment No. 2 (this "Amendment") hereby amends and supplements the Statement on Schedule 13D, as amended, originally filed with the Securities and Exchange Commission on January 26, 2004 (the "Schedule 13D") by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI"), NAIRI, Inc. ("NAIRI"), Viacom Inc. ("Viacom"), Westinghouse CBS Holding Company, Inc. ("W/CBS HCI") and CBS Broadcasting Inc. ("CBSBI") (collectively, the "Reporting Persons") with respect to the Common Stock, par value \$.01 per share (the "Common Shares"), of MarketWatch, Inc., a Delaware corporation (the "Issuer"), with its principal executive offices located at 825 Battery Street, San Francisco, CA 94111. This Amendment relates to the consummation of the merger of the Issuer with a wholly-owned subsidiary of Dow Jones & Company, Inc., as a result of which all Common Shares of the Issuer held by the Reporting Persons were converted automatically into the right to receive \$18.00 per share.

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Item 3. Source and Amount of Funds or Other Considerations

Item 3 is hereby amended by deleting the last sentence thereof.

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Item 4. Purpose of Transaction

Item 4 is hereby amended in its entirety to read as follows:

"As announced by the Issuer, pursuant to a merger agreement dated November 14, 2004, among Dow Jones & Company, Inc. ("Dow Jones"), Golden Acquisition Corp. ("Golden") and the Issuer (the "Merger Agreement"), 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 Shares, including the Common Shares beneficially owned by the Reporting Persons, was converted automatically into the right to receive \$18.00 cash, without interest."

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Item 5. Interest in Securities of the Issuer

Item 5 is amended in its entirety to read as follows:

"(a) and (b) As announced by the Issuer, pursuant to the Merger Agreement, 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 Shares, including the Common Shares beneficially owned by the Reporting Persons, was converted automatically into the right to receive \$18.00 cash, without interest."

"(e) On January 21, 2005, upon the closing of the merger described hereinabove, the Reporting Persons ceased to own any Common Shares or other securities of the Issuer."



Item 7. Material to be Filed as Exhibits

Exhibit No.	Description
1	Joint Filing Agreement, dated January 26, 2004, among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone (filed herewith).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment is true, complete and correct.

Dated: January 25, 2005

CBS Broadcasting Inc.

By : /s/ Michael D. Fricklas

-----  
Name: Michael D. Fricklas  
Title: Executive Vice President

Westinghouse CBS Holding Company, Inc.

By : /s/ Michael D. Fricklas

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Name: Michael D. Fricklas  
Title: Executive Vice President

Viacom Inc.

By : /s/ Michael D. Fricklas

-----  
Name: Michael D. Fricklas  
Title: Executive Vice President

NAIRI, Inc.

By : /s/ Sumner M. Redstone

-----  
Name: Sumner M. Redstone  
Title: Chairman and President

National Amusements, Inc.

By : /s/ Sumner M. Redstone

-----  
Name: Sumner M. Redstone  
Title: Chairman and Chief Executive Officer

/s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Individually

EXHIBIT INDEX  
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Exhibit No.	Description
1	Joint Filing Agreement, dated January 26, 2004, among CBS Broadcasting Inc., Westinghouse CBS Holding Company, Inc., Viacom Inc., NAIRI, Inc., National Amusements, Inc. and Sumner M. Redstone (filed herewith).

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, dated January 26, 2004 (the "Schedule 13D"), with respect to the Common Stock, par value \$0.01 per share, of MarketWatch.com, Inc., is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 26th day of January 2004.

CBS Broadcasting Inc.

By: /s/ Michael D. Fricklas

-----  
Michael D. Fricklas  
Executive Vice President

Westinghouse CBS Holding Company, Inc.

By: /s/ Michael D. Fricklas

-----  
Michael D. Fricklas  
Executive Vice President

Viacom Inc.

By: /s/ Michael D. Fricklas

-----  
Michael D. Fricklas  
Executive Vice President

NAIRI, Inc.

By: /s/ Sumner M. Redstone

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Sumner M. Redstone  
Chairman and President

National Amusements, Inc.

By: /s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Chairman and Chief Executive Officer

/s/ Sumner M. Redstone

-----  
Sumner M. Redstone  
Individually