

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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. Date of Event Requiring Statement (Month/Day/Year) <u>01/16/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>MARKETWATCH COM INC [ MKTW ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,636,814	I	Indirect <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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)

1. Name and Address of Reporting Person\*

**NAIRI INC**

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

**NATIONAL AMUSEMENTS INC /MD/**

(Last) (First) (Middle)

200 ELM STREET

(Street)

DEDHAM MA 02026

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

**REDSTONE SUMNER M**

(Last) (First) (Middle)

C/O VIACOM INC.  
1515 BROADWAY

(Street)

NEW YORK NY 10036

(City) (State) (Zip)

**Explanation of Responses:**

1. The Common Stock is owned by CBS Broadcasting Inc., a wholly-owned subsidiary of Westinghouse CBS Holding Company, Inc., which in turn is a wholly-owned subsidiary of Viacom Inc. (Viacom), but may also be deemed to be beneficially owned by (1) NAIRI, Inc. (NAIRI), which owns approximately 70% of Viacom's voting stock, (2) NAIRI's parent corporation, National Amusements, Inc. ("NAI"), and (3) Sumner M. Redstone, who is the controlling stockholder of NAI.

**Remarks:**

By: Michael D. Fricklas, 01/21/2004  
Executive Vice President

By: Michael D. Fricklas, 01/21/2004  
Executive Vice President

By: Michael D. Fricklas, 01/21/2004  
Executive Vice President

By: Sumner M. Redstone, 01/21/2004  
Chairman & President

By: Sumner M. Redstone, 01/21/2004  
Chairman & CEO

/s/ Redstone, Sumner M. 01/21/2004

\*\* 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 5 (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.