

MARCHEX INC  
Form 4  
May 13, 2014

**FORM 4**

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

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

## OMB APPROVAL

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(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class B<br>Common<br>Stock            | 05/11/2014                              |                                                             | F <sup>(1)</sup>                     | 4,786 D \$ 10.59                                                        | 397,385                                                                                                            | D                                                                       |                                                                   |
| Class B<br>Common<br>Stock            | 05/12/2014                              |                                                             | M                                    | 100,000 A \$ 4.63                                                       | 497,385                                                                                                            | D                                                                       |                                                                   |
| Class B<br>Common<br>Stock            | 05/12/2014                              |                                                             | S <sup>(2)</sup>                     | 100,000 D \$ 10.7998                                                    | 397,385                                                                                                            | D                                                                       |                                                                   |
| Class B<br>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.

**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 control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                            |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|----------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title                      | Amount<br>Number<br>Shares |
| Non-qualified<br>Stock Option<br>(Right to Buy)     | \$ 4.63                                                               | 05/12/2014                              |                                                             | M                                       |                                                                                                           | 100,000                                                        |     | <u>(4)</u>                                                     | 08/12/2019         | Class B<br>Common<br>Stock | 100,000                    |

## 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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