MARCHEX INC

Form 4

September 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A Caldwell Et	Address of Repo than A	orting Person *	2. Issuer Name and Ticker or Trading Symbol MARCHEX INC [MCHX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					
520 PIKE STREET, SUITE 2000 (Street) SEATTLE, WA 98101			(Month/Day/Year) 09/20/2012	Director 10% Owner _X_ Officer (give title Other (specify below) General Counsel & CAO 6. Individual or Joint/Group Filing(Check				
			4. If Amendment, Date Original					
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned				
174 6 27 6 0 10 1 2 40 7 4 1 1 5 4 4 6 6 0 11 7 14								

(City)	(State) (2	Table	I - Non-De	erivative S	Securit	ties Acq	puired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any		3. Transactio Code	4. Securi n(A) or Di (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
(IIIst. 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5) (A) or		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Class B Common Stock	09/20/2012		Code V M	Amount 5,000	(D)	Price (1)	300,539	D		
Class B Common Stock	09/20/2012		F(3)	1,323	D	\$ 3.45	299,216	D		

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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	09/20/2012		M	5,000	(1)(2)	(1)(2)	Class B Common Stock	5,000	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Caldwell Ethan A 520 PIKE STREET SUITE 2000 SEATTLE, WA 98101

General Counsel & CAO

Signatures

Ethan A. Caldwell 09/21/2012

**Signature of Date
Reporting Person

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).

Restricted stock unit award effective December 20, 2010 (the "2010 RSU Grant Date"). Each restricted stock unit represents a contingent right to receive one share of the Corporation's Class B Common Stock upon satisfaction of the vesting considerations. The restricted stock units have been issued in three separate tranches, representing approximately 27% ("Tranche A"), 33% ("Tranche B") and 40% ("Tranche

- (1) C"), respectively, of such award. Such restricted stock units shall vest on the later of (a) the twelve month anniversary of the 2010 RSU Grant Date (Tranche A), the twenty-one month anniversary of the 2010 RSU Grant Date (Tranche B) or the thirty month anniversary of the 2010 RSU Grant Date (Tranche C), and (b) the last day of the first 20 consecutive trading day period after the 2010 RSU Grant Date during which the average closing price of the Corporation's Class B Common Stock over such period is equal to or greater than \$9.00 (Tranche A), \$9.50 (Tranche B) or \$10.00 (Tranche C).
- (2) One hundred percent (100%) of all restricted stock units not already vested as of the date hereof, shall become immediately vested upon the occurrence of both (a) a Change of Control (as defined in such reporting person's award agreement), provided that the per share value of the Corporation's Class B Common Stock in such Change of Control transaction is equal to or greater than the applicable stock price vesting target, (b) followed by (i) a termination without cause of such reporting person's employment by the Corporation or any successor thereto, (ii) a Diminution in Duties (as defined in such reporting person's award agreements) with respect to the reporting person, or (iii)

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the 12 month anniversary of the occurrence of the Change of Control.

(3) Exempt disposition to the Issuer under Rule 16b-3(e) to satisfy tax withholding obligations arising out of the vesting of restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.