SEC Form 5

FORM 5

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

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 **ANNUAL STATEMENT OF CHANGES IN BENEFICIAL**

OWNERSHIP

OMB Number: 3235-0362 Estimated average burden hours per response: 1.0

Form 4 Transact	ions Reported.	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	ss of Reporting Perso	on [*]	2. Issuer Name and Ticker or Trading Symbol <u>MARCHEX INC</u> [MCHX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
KEISTER JOHN			t	X	Director	10% Owner			
					Officer (give title below)	Other (specify below)			
(Last) (First)		(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009		President	below)			
520 PIKE STRE	ET		12/31/2009		Fresident				
SUITE 1800									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)				Line)					
SEATTLE	WA	98101			Form filed by One Repor	ting Person			
					Form filed by More than One Reporting				
(City)	(State)	(Zip)			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 Acc Of (D) (Instr. 3, 4		or Disposed	5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership			
				Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)			
Class B Common Stock	06/30/2009		G	8,621	D	\$0	406,948	D				
Class B Common Stock							50,129	Ι	By GRAT			
Class B Common Stock							6,160	Ι	By IRA			

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

	(e.g., puts, cans, warrants, options, convertible securities)														
De	Title of erivative ecurity nstr. 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)	of E		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)
						(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

John Keister

** Signature of Reporting Person

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.

01/07/2010

Date

OMB APPROVAL