

CLINE DENNIS
Form 4
September 28, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLINE DENNIS

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)
520 PIKE STREET, SUITE 2000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

SEATTLE, WA 98101

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or Price (D)					
Class B Common Stock	09/27/2018		A		15,000 (1)	A	\$ 0.01	101,760	D	
Class B Common Stock								28,500	I	By DMC Investments, LLC
Class B Common Stock								10,000	I	By Trust for Colburn Cline (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 2.76	09/27/2018		A	15,000	(3) 09/27/2028	Class B Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLINE DENNIS 520 PIKE STREET SUITE 2000 SEATTLE, WA 98101		X		

Signatures

Dennis Cline 09/28/2018

**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) Restricted stock award effective September 27, 2018 (the "Grant Date") with 50% of such shares vesting on the first and second annual anniversary of the Grant Date, assuming continued service on the Board for such period and with vesting in full of all such restricted shares upon a Change of Control (as defined in such reporting person's restricted stock agreement).

(2) Reporting person disclaims beneficial ownership.

(3) Option grant effective on the Grant Date with 50% of such options vesting on the first and second annual anniversary of the Grant Date assuming continued service on the Board for such period and with vesting in full of all such options upon a Change of Control (as defined in such reporting person's option agreement).

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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