

MARCHEX INC  
Form 4  
February 13, 2008

**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 \*  
**PAR INVESTMENT PARTNERS LP**

(Last) (First) (Middle)

**ONE INTERNATIONAL PLACE,  
SUITE 2400,**

(Street)

**BOSTON, MA 02110**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MARCHEX INC [mchx]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/11/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting 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 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 (D) Price   |  |   |
| Class B common stock            | 02/11/2008                           |  | P                              |   | 45,000 A \$ 7.7737  | 3,871,400  | D <sup>(1)</sup>                                      |
| Class B common stock            | 02/11/2008                           |  | P                              |   | 45,000 A \$ 7.7737  | 3,871,400  | I footnote <sup>(2)</sup>                             |
| Class B common stock            | 02/11/2008                           |  | P                              |   | 45,000 A \$ 7.7737  | 3,871,400  | I footnote <sup>(3)</sup>                             |
| Class B common                  | 02/11/2008                           |  | P                              |   | 10,000 A \$ 7.8085  | 3,871,400  | D <sup>(1)</sup>                                      |

stock

|                            |            |  |   |        |   |              |           |   |                 |
|----------------------------|------------|--|---|--------|---|--------------|-----------|---|-----------------|
| Class B<br>common<br>stock | 02/11/2008 |  | P | 10,000 | A | \$<br>7.8085 | 3,871,400 | I | footnote<br>(2) |
| Class B<br>common<br>stock | 02/11/2008 |  | P | 10,000 | A | \$<br>7.8085 | 3,871,400 | I | footnote<br>(3) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |   |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

PAR INVESTMENT PARTNERS LP  
ONE INTERNATIONAL PLACE, SUITE 2400  
BOSTON, MA 02110

X

PAR Group, L.P.  
ONE INTERNATIONAL PLACE  
SUITE 2401  
BOSTON, MA 02110

X

PAR CAPITAL MANAGEMENT INC  
ONE INTERNATIONAL PLACE SUITE 2401  
BOSTON, MA 02110

X

## Signatures

Gina DiMento, General Counsel & Vice  
President

02/13/2008

\_\_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) These securities are held directly by PAR Investment Partners, L.P. ("PIP").
- (2) These securities are held directly by PIP. PAR Group, L.P. ("PAR Group") is the general partner of PIP. PAR Group disclaims beneficial ownership except to the extent of the pecuniary interest, if any, in such securities as a result of PAR Group's general partner interest in PIP and a contingent right to receive a performance-based advisory fee from PIP.
- (3) These securities are held directly by PIP. PAR Capital Management, Inc. ("PCM") is the general partner of PAR Group, which is the general partner of PIP. PCM disclaims beneficial ownership of the securities except to the extent of the pecuniary interest, if any, in such securities as a result of PCM's general partner interest in PAR Group.

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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