

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Miller Michael</u> (Last) (First) (Middle) 520 PIKE STREET SUITE 2000 (Street) SEATTLE WA 98101 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARCHEX INC [MCHX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Sr. VP Acctg & Corp Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/04/2014</u>	
		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 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	04/07/2014		s ⁽¹⁾		5,625	D	\$10.0963 ⁽⁵⁾	24,875	D	

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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	04/04/2014		M		30,000		(2)(3)	(2)(3)	Class B Common Stock	30,000	\$0	30,000	D	
Employee Stock Option (right to buy)	\$10.15	04/04/2014		A		30,000		(3)(4)	04/04/2024	Class B Common Stock	30,000	\$0	30,000	D	

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a Rule 10(b)5-1 trading plan adopted by the reporting person.
- Restricted stock unit award effective April 4, 2014 (the "RSU Grant Date"). Each restricted stock unit represents a contingent right to receive one share of the Corporation's Class B Common Stock in accordance with the following four year vesting schedule: 25% of the total restricted stock units shall vest on each of the first, second, third and fourth annual anniversaries, respectively, of the RSU Grant Date.
- Fifty percent (50%) of all options and restricted stock units not already vested as of the date of a Change of Control (as defined in such reporting person's award agreements) shall become immediately vested upon such Change of Control.
- Option grant effective April 4, 2014 (the "Option Grant Date"). 25% of the options will vest on the first annual anniversary of the Option Grant Date. Thereafter, 1/12 of the remaining will vest quarterly thereafter for the following three years.
- This transaction was executed in multiple trades at prices ranging from \$9.78 to \$10.38. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Marchex or a stockholder of Marchex full information regarding the number of shares and prices at which the transaction was effected.

Michael Miller

04/07/2014

** Signature of Reporting Person

Date

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.