Levenson Bruce Form 4 April 12, 2011

FORM 4

Form 5

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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 * Levenson Bruce (Last) 3. Date of Earliest Transaction

(First) (Middle)

275 GROVE STREET

(Street)

2. Issuer Name and Ticker or Trading Symbol

TechTarget Inc [TTGT]

(Month/Day/Year) 03/29/2011

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

NEWTON, MA 02466

(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. Transactic Code (Instr. 8)	(A) or		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)	
Common Stock	03/29/2011		S <u>(1)</u>	2,800	D	\$ 8.17 (2)	274,488	I	By the Levenson Family Irrevocable Trust-GST
Common Stock	03/30/2011		S <u>(1)</u>	2,500	D	\$ 8.77 (3)	271,988	I	By the Levenson Family Irrevocable Trust-GST
Common Stock	03/31/2011		S(1)	4,200	D	\$ 8.85	267,788	I	By the Levenson

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	<u>(4)</u>			Family Irrevocable Trust-GST
Common Stock		109,343	D	
Common Stock		619,525	I	By the Bruce D. Levenson 2011 Grantor Retained Annuity Trust
Common Stock		307,932	I	By the Bruce D. Levenson 2009 Grantor Retained Annuity Trust
Common Stock		1,785,104	I	By the Levenson Family Irrevocable Trust-Non-GST

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

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 control number.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivativ	re		Securities	(Instr. 5)
	Derivative			·	Securities	S		(Instr. 3 and 4)	
	Security				Acquired			·	
	•				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					., ш. с)				
								Amount	
						Date	Expiration	or	
						Exercisable	*	Title Number	
						Exercisable		of	
				Code	V (A) (D)			Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Levenson Bruce

275 GROVE STREET X

NEWTON, MA 02466

Signatures

Rick Olin,

Attorney-in-fact 04/12/2011

**Signature of Reporting

Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. All dispositive power over such shares is vested in the Trustee of the Levenson Family Irrevocable Trust-GST.
- The reported transactions were executed at sales prices ranging from \$8.12 to \$8.21. The reporting person undertakes to provide, upon request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each separate price.
- The reported transactions were executed at sales prices ranging from \$8.67 to \$8.85. The reporting person undertakes to provide, upon request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each separate price.
- The reported transactions were executed at sales prices ranging from \$8.75 to \$8.93. The reporting person undertakes to provide, upon request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each seperate price.

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.

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