### Edgar Filing: Beam Kevin - Form 4

Dears Varia

Form 4											
February 19, 2 FORM	<b>4</b> UNITED									PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed pur Section 17(	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							burden hou response	Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type Ro	esponses)										
Beam Kevin Symbo			Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. 1 (M				FechTarget Inc [TTGT] . Date of Earliest Transaction Month/Day/Year) 2/17/2009				(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) Executive Vice President			
			ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEEDHAM,	MA 02494								More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ies Acc	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securiti on(A) or Dis (D) (Instr. 3, 4)	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/17/2009			М	13,125	A	<u>(1)</u>	13,125	D		

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.

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/17/2009		М		13,125	(2)	(2)	Common Stock	13,125	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Beam Kevin C/O TECHTARGET, INC. 117 KENDRICK STREET, SUITE 800 NEEDHAM, MA 02494			Executive Vice President				

## Signatures

Rick Olin, 02/19/2009 Attorney-in-Fact \*\*Signature of Reporting Date

Person

# **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). \*\*
- Each restricted stock unit represented a contingent right to receive one share of TechTarget, Inc.'s common stock. The Reporting Person (1)settled these restricted stock units for common stock.

The related restricted stock unit award vests in four equal annual installments beginning December 18, 2008. Each vesting tranche is distributed to the Reporting Person on the earliest to occur of the following "Permissible Events": (i) the termination of the Reporting Person's employment for any reason, (ii) the Reporting Person becoming disabled within the meaning of Section 409A, (iii) the death of

(2) the Reporting Person, (iv) the occurrence of a "change in control" of the Company within the meaning of Section 409A, and (v) the applicable date set forth in the Reporting Person's deferral plan with respect to each Vesting Tranche. This portion of the Reporting Person's restricted stock unit award vested on December 18, 2008, but, pursuant to the terms of the related Restricted Stock Unit Agreement, delivery of these shares was deferred such that they were delivered on February 17, 2009.

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.