

Levenson Bruce  
Form 4  
April 13, 2012

**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 \*  
Levenson Bruce

2. Issuer Name and Ticker or Trading Symbol  
TechTarget Inc [TTGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
275 GROVE STREET  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/06/2012

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

NEWTON, MA 02466

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 (D)   | Price   |         |   |  |
| Common Stock                    | 02/06/2012                           |  | G <sup>(1)</sup>               | V   | 251,208   | D  | \$ 0  | 56,724  | I | By the Bruce D. Levenson 2009 Grantor Retained Annuity Trust |
| Common Stock                    | 02/06/2012                           |  | G <sup>(2)</sup>               | V   | 56,724  | D  | \$ 0  | 0       | I | By the Bruce D. Levenson 2009 Grantor Retained Annuity Trust |
| Common Stock                    | 02/06/2012                           |  | G <sup>(1)</sup>               | V   | 251,208   | A  | \$ 0  | 251,208 | I | By the Bruce D. Levenson 2012                                |

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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. 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| Common Stock                               |  | 02/06/2012                           |  | G <sup>(2)</sup> V             | 56,724  | A \$ 0 610,725   | I   |  | Grantor Retained Annuity Trust<br>Levenson Family Irrevocable Trust-GST   |
| Common Stock                               |  | 02/06/2012                           |  | G <sup>(3)</sup> V             | 330,421   | D \$ 0 289,104   | I   |  | By the Bruce D. Levenson 2011 Grantor Retained Annuity Trust              |
| Common Stock                               |  | 02/06/2012                           |  | G <sup>(3)</sup> V             | 330,421   | A \$ 0 581,629   | I   |  | By the Bruce D. Levenson 2012 Grantor Retained Annuity Trust              |
| Common Stock                               |  |                                      |  |                                |   | 1,483,091  | I   |  | Levenson Family Irrevocable Trust-Non-GST                                 |
| Common Stock                               |  |                                      |  |                                |   | 118,073  | 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.**

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Levenson Bruce<br>275 GROVE STREET<br>NEWTON, MA 02466 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| Rick Olin,<br>Attorney-in-fact                    | 04/13/2012 |
| <u>          </u> **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) This transaction reflects the transfer of these 251,208 shares from the Bruce D. Levenson 2009 Grantor Retained Annuity Trust to the Bruce D. Levenson 2012 Grantor Retained Annuity Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
  - (2) This transaction reflects the transfer of these 56,724 shares from the Bruce D. Levenson 2009 Grantor Retained Annuity Trust to the Levenson Family Irrevocable Trust-GST. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
  - (3) This transaction reflects the transfer of these 330,421 shares from the Bruce D. Levenson 2011 Grantor Retained Annuity Trust to the Bruce D. Levenson 2012 Grantor Retained Annuity Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.