Beam Kevin Form 4 October 03, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad Beam Kevin	•	orting Person *	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)	3. Date of Earliest Transaction	(Citeek all applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O TECHT	ARGET, IN	IC., 275	10/01/2012	_X_ Officer (give title Other (specify			
GROVE STREET				below) below)			
ORO (LOII	CDL I			President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
NEWTON, MA 02466				Form filed by More than One Reporting			
				Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cauired, Disposed of, or Beneficially Owner			

Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficial any Code Beneficially (D) or (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common \$0 10/01/2012 M 31,250 Α 486,043 D (1) Stock Common \$ 5.9 $S^{(2)}$ 10/01/2012 11,414 D 474,629 D (3) Stock \$ Common 10/02/2012 $S^{(2)}$ 3,000 D 5.74 471,629 D Stock (4) \$ Common 10/03/2012 $S^{(2)}$ 9,500 D 5.87 462,129 D Stock

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

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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 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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. I De Sec (In	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(6)</u>	10/01/2012		M		31,250	<u>(7)</u>	<u>(7)</u>	Common Stock	31,250	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Beam Kevin

C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466

President

Signatures

Rick Olin,

Attorney-in-fact 10/03/2012

**Signature of Reporting 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) Each restricted stock unit represented a contingent right to receive one share of TechTarget, Inc.'s common stock. The Reporting Person settled these restricted stock units for common stock.
- (2) The reported sale was made automatically pursuant to a trading plan entered into by the reporting person pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- The reported transactions were executed at sales prices ranging from \$5.84 to \$5.95. 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.

Reporting Owners 2

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- The reported transactions were executed at sales prices ranging from \$5.64 to \$5.84. 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 \$5.78 to \$5.95. 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.
- (6) Each restricted stock unit represented a contingent right to receive one share of TechTarget, Inc.'s common stock.
- The total restricted stock unit grant relates to 500,000 shares of common stock, which, as a result of the satisfaction of the performance condition, vested as to 125,000 shares on March 9, 2010, and thereafter vests upon the conclusion of each ninety-one (91) day period following the initial anniversary of the Grant Date in additional six and a quarter percent (6.25%) increments such that on the fourth anniversary of the Grant Date, the RSU grant shall become fully-vested.

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.