TechTarget Inc Form 4 November 17, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

Common

Stock

11/14/2014

(Print or Type Responses)

1. Name and A Beam Kevin	Address of Reporting l	Person * 2. Issue Symbol	er Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		arget Inc [TTGT]	(Check all applicable)			
` '	TARGET, INC., 2	(Month/l	of Earliest Transaction Day/Year) 2014	Director 10% Owner Selow) Other (give title Other (specify below) President			
	(Street)		nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEWTON,				Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities A	cquired, 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)	Code (Instr. 3, 4 and 5)	Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Stock	11/14/2014		M 33,306 A \$ 5.	04 659,349 D			

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

S

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D

\$

(1)

10.86 644,749

14.600 D

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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)	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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.04	11/14/2014		M	33,306	(2)	12/17/2014	Common Stock	33,306
Employee Stock Option (right to buy)	\$ 5.04	11/14/2014		M <u>(3)</u>	29,194	(2)	12/17/2014	Common Stock	29,194

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Beam Kevin					
C/O TECHTARGET, INC.			President		
275 GROVE STREET			President		

Signatures

NEWTON, MA 02466

Jane Freedman 11/17/2014 Attorney-in-Fact

**Signature of Reporting Person Da

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).
- The reported transactions were executed at sales prices ranging from \$10.76 to \$10.98. The reporting person undertakes to provide, upon (1) 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 option, representing the right to purchase a total of 62,500 shares of common stock, is from a grant dated 12/17/2014 in which 25% of the shares subject to the option vested on the first anniversary of December 17, 2004 and 6.25% of the remaining shares subject to the option vested quarterly thereafter, such that 100% of the shares subject to the option were fully vested on December 17, 2008.

Reporting Owners 2

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(3) Options returned to Treasury. Cashless transaction

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