TechTarget Inc Form 4 February 19, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

TechTarget Inc [TTGT]

Symbol

See Instruction

1(b).

(Print or Type Responses)

Levenson Bruce

1. Name and Address of Reporting Person *

			recurate me [1101]		(Check all applicable)					
(Last) C/O 275 GI	. , ,	Middle)	3. Date of (Month/D) 02/17/20						0% Owner Other (specify	
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEWTON,	MA 02466							Person	<i>y</i> 1.1010 tiluii 0110	reporting
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own						ially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 02/17/2014	Execution		Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3, Amount 2,039	l (A) o l of (D))	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)
Stock Common Stock					<u>(1)</u>			1,079,182	I	Levenson Family Irrevocable Trust GST
Common Stock								462,687	I	Levenson Family Irrevocable Trust Non

GST

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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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		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	
Stock Option (right to buy)	\$ 11.28	02/17/2014		A	2,500	(2)	(2)	Common Stock	2,500	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer Other				
Levenson Bruce							
C/O 275 GROVE ST.	X						
NEWTON, MA 02466							

Signatures

Jane Freedman Attorney 02/19/2015 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).
- These shares were issued under the TechTarget, Inc. 2007 Stock Option Plan pursuant to an award made as part of the TechTarget, Inc. (1) director compensation program and represent retainer. The number of shares was determined by dividing the compensation payable by the closing stock price on February 17, 2015 of TechTarget Inc.'s common stock as reported by Nasdaq
- (2) The option represents a right to purchase 2,500 shares of common stock of TechTarget, Inc. The option is 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.

Reporting Owners 2

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