

TechTarget Inc
 Form 4
 May 19, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
Beam Kevin

(Last) (First) (Middle)

**C/O TECHTARGET, INC., 117
 KENDRICK STREET, SUITE 800**

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
05/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.001 | 05/15/2008 | | M ⁽¹⁾ | | 13,728 | A | \$ 0.2 |
| | | | | | 13,728 | | |
| Common Stock, par value \$0.001 | 05/15/2008 | | M ⁽¹⁾ | | 23,942 | A | \$ 2.36 |
| | | | | | 37,670 | | |
| Common Stock, par value \$0.001 | 05/15/2008 | | S ⁽¹⁾ | | 37,670 | D | \$ 13 0 |
| | | | | | | | |

Edgar Filing: TechTarget Inc - Form 4

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.

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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----------------------|--|---|----------------------------|
| | | | | | V | (A) | (D) | | | |
| Employee Stock Option (right to buy) | \$ 0.2 | 05/15/2008 | | M ⁽¹⁾ | | 13,728 | <u>(2)</u> 09/17/2009 | Common Stock | 13,728 | |
| Employee Stock Option (right to buy) | \$ 2.36 | 05/15/2008 | | M ⁽¹⁾ | | 23,942 | <u>(3)</u> 03/15/2010 | Common Stock | 23,942 | |

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,
Attorney-in-fact

Date: 05/19/2008

__Signature of Reporting 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).

(1) The reported sales were 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 option vested in the following installments: 125,000 options vested on July 1, 2000, 31,250 options vested on October 1, 2000, 31,250 options vested on January 1, 2001, 31,250 options vested on April 1, 2001, 31,250 options vested on July 1, 2001, 31,250 options vested on October 1, 2001, 31,250 options vested on January 1, 2002, 31,250 options vested on April 1, 2002, 31,250 options vested on July 1, 2002.

The option vested in the following installments: 31,250 options vested on July 1, 2000, 7,812 options vested on October 1, 2000, 7,813 options vested on January 1, 2001, 7,812 options vested on April 1, 2001, 7,813 options vested on July 1, 2001, 7,812 options vested on October 1, 2001, 7,813 options vested on January 1, 2002, 7,812 options vested on April 1, 2002, 7,813 options vested on July 1, 2002, 7,812 options vested on October 1, 2002, 7,813 options vested on January 1, 2003, 7,812 options vested on April 1, 2003, 7,813 options vested on July 1, 2003.

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.