TechTarget Inc Form 4/A July 14, 2011

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARINO ROGER M			2. Issuer Name and Ticker or Trading Symbol TechTarget Inc [TTGT]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check all applicable)				
			(Month/Day/Year) 06/30/2010					_X_ Director Officer (g		0% Owner Other (specify		
213 GRO 11	STREET		00/30/20	310				below)	below)			
(Street) 4.			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
•			`	Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
NEWTON, MA 02466			07/01/2010					Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities A	equired, Disposed	l of, or Benefic	ially Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med n Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	(A) o 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)		
Common Stock	06/30/2010			A <u>(1)</u>	1,301	A	\$0	3,119,871	D			
Common Stock								474,943	I	by ROGRAM, LLC (2)		

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)

#### Edgar Filing: TechTarget Inc - Form 4/A

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
MARINO ROGER M 275 GROVE STREET NEWTON, MA 02466	X						

## **Signatures**

Rick Olin,

07/14/2011 Attorney-in-fact \*\*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).
- These shares were issued as director compensation under the TechTarget, Inc., 2007 Stock Option and Incentive Plan; the number of shares is determined by dividing the accrued director's fees by the closing price of the TechTarget shares on 6/30/10.
  - The report originally filed on Form 4 by the reporting person on July 1, 2010 is hereby being amended and restated solely for the purpose of deleting the line item which appeared in Table I of the original Form 4 erroneously reporting that the reporting person was the indirect
- (2) beneficial owner of the 462,021 shares of the Company's Common Stock held by GRAM, L.P. The reporting person is not a beneficial owner of these shares nor was he on July 1, 2010 and so the line item should not have been included in Table I of the original From 4 filed by the reporting person.

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.

Reporting Owners 2