

TechTarget Inc
 Form 4
 November 07, 2014

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, 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 *
 Strakosch Greg

(Last) (First) (Middle)
 C/O TECHTARGET, INC., 275
 GROVE STREET
 (Street)

NEWTON, MA 02466

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2014

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)
 Chief Executive Officer

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	(A) or (D)	Price
Common Stock	11/05/2014		M		106,903	A	\$ 5.04 1,927,031
Common Stock	11/05/2014 ⁽¹⁾		S		49,737	D	\$ 10.86 1,820,128

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

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SEC 1474 (9-02)

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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)	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 5.04	11/05/2014		M	106,903	<u>(3)</u>	12/17/2014	Common Stock	106,903
Employee Stock Option (right to buy)	\$ 5.04	11/05/2014 ⁽⁴⁾		M	103,415	<u>(3)</u>	12/17/2014	Common Stock	103,415

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strakosch Greg C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466	X		Chief Executive Officer	

Signatures

W.R. Kellegrew Jr.
Attorney-in-Fact

11/07/2014

**Signature of Reporting Person

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) The reporting person exercised options scheduled to expire on December 17, 2014. The number of shares sold is equal to the number necessary to cover taxes.

(2) The reported transactions were executed at sales prices ranging from \$9.86 to \$10.40. 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.

(3) The option, representing the right to purchase a total of 250,000 shares of common stock, is from a grant dated December 17, 2004 in which 25% of the shares subject to 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,

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2008.

(4) Options returned to Treasury. Cashless Exercise

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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