

TechTarget Inc
Form 4
May 19, 2008

FORM 4

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

OMB APPROVAL

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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

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.2	05/15/2008		<u>M</u> ⁽¹⁾	13,728	<u>(2)</u>	09/17/2009	Common Stock	13,728
Employee Stock Option (right to buy)	\$ 2.36	05/15/2008		<u>M</u> ⁽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
05/19/2008

**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 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.

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