

TechTarget Inc
 Form 4
 February 21, 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)
 02/19/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001	02/19/2008		M ⁽¹⁾		4,700	A	\$ 0.2
					4,700		
Common Stock, par value \$0.001	02/19/2008		S ⁽¹⁾		1,000	D	\$ 13.08
					3,700		
Common Stock, par value \$0.001	02/19/2008		S ⁽¹⁾		100	D	\$ 13.06
					3,600		

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Common Stock, par value \$0.001	02/19/2008	<u>S</u> (1)	300	D	\$ 13.03	3,300	D
Common Stock, par value \$0.001	02/19/2008	<u>S</u> (1)	2,823	D	\$ 13	477	D
Common Stock, par value \$0.001	02/19/2008	<u>S</u> (1)	200	D	\$ 13.02	277	D
Common Stock, par value \$0.001	02/19/2008	<u>S</u> (1)	277	D	\$ 13.01	0	D

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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.2	02/19/2008		<u>M</u> (1)	4,700	<u>(2)</u> 09/17/2009	Common Stock	4,700

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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 02/20/2008

__Signature of Reporting Date
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.
- (2)

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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