

Levenson Bruce
Form 4
February 01, 2011

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 *
Levenson Bruce

(Last) (First) (Middle)
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)
12/21/2010

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)

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 | 12/21/2010 | | G | V | 406,478 | D | \$ 0 (1) | 0 | I | By the Bruce D. Levenson 2008 Grantor Retained Annuity Trust |
| Common Stock | 12/21/2010 | | G | V | 406,478 | A | \$ 0 (1) | 515,821 | D | |
| Common Stock | 12/21/2010 | | G | V | 302,013 | D | \$ 0 (2) | 0 | I | By the Bruce D. Levenson 2008 Grantor Retained Annuity Trust |

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| | | | | | | | | | | |
|--------------|------------|--|---|---|---------|---|-------------|-----------|---|--|
| Common Stock | 12/21/2010 | | G | V | 302,013 | A | \$ 0 (2) | 1,785,104 | I | By the Levenson Family Irrevocable Trust-Non-GST |
| Common Stock | 12/21/2010 | | G | V | 213,047 | D | \$ 0 (3) | 307,932 | I | By the Bruce D. Levenson 2009 Grantor Retained Annuity Trust |
| Common Stock | 12/21/2010 | | G | V | 213,047 | A | \$ 0 (3) | 728,868 | D | |
| Common Stock | 01/11/2010 | | G | V | 619,525 | A | \$ 0 (4) | 619,525 | I | By the Bruce D. Levenson 2011 Grantor Retained Annuity Trust |
| Common Stock | 01/11/2010 | | G | V | 619,525 | D | \$ 0 (4) | 109,343 | D | |
| Common Stock | | | | | | | | 281,988 | I | By the Levenson Family Irrevocable Trust-GST |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Levenson Bruce 275 GROVE STREET NEWTON, MA 02466 | | X | | |

Signatures

| | |
|---|------------|
| Rick Olin, Attorney-in-Fact | 02/01/2011 |
| <u> </u> 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) This transaction reflects the transfer of these 406,478 shares from the Bruce D. Levenson 2008 Grantor Retained Annuity Trust to the reporting person. As a result of a subsequent transaction on 1/11/11, the reporting person no longer holds these shares individually.
This transaction reflects the transfer of these 302,013 shares from the Bruce D. Levenson 2008 Grantor Retained Annuity Trust to the reporting person.
- (2) Levenson Family Irrevocable Trust-Non-GST. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) This transaction reflects the transfer of these 213,047 shares from the Bruce D. Levenson 2009 Grantor Retained Annuity Trust to the reporting person. As a result of a subsequent transaction on 1/11/11, the reporting person no longer holds these shares individually.
This transaction reflects the transfer of these 619,525 shares from the reporting person to the Bruce D. Levenson 2011 Grantor Retained Annuity Trust.
- (4) Annuity Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.