

Beam Kevin
Form 4
October 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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., 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)
10/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	10/01/2012		M		31,250	A	\$ 0 (1)
Common Stock	10/01/2012		S(2)		11,414	D	\$ 5.9 (3)
Common Stock	10/02/2012		S(2)		3,000	D	\$ 5.74 (4)
Common Stock	10/03/2012		S(2)		9,500	D	\$ 5.87 (5)

Edgar Filing: Beam Kevin - Form 4

(4) The reported transactions were executed at sales prices ranging from \$5.64 to \$5.84. 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.

(5) The reported transactions were executed at sales prices ranging from \$5.78 to \$5.95. 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.

(6) Each restricted stock unit represented a contingent right to receive one share of TechTarget, Inc.'s common stock.

(7) The total restricted stock unit grant relates to 500,000 shares of common stock, which, as a result of the satisfaction of the performance condition, vested as to 125,000 shares on March 9, 2010, and thereafter vests upon the conclusion of each ninety-one (91) day period following the initial anniversary of the Grant Date in additional six and a quarter percent (6.25%) increments such that on the fourth anniversary of the Grant Date, the RSU grant shall become fully-vested.

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.