

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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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 *
 Sockol Eric

(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)

Chief Financial 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.001 | 02/19/2008 | | M ⁽¹⁾ | 4,978 | A \$ 0.2 | 55,321 | D |
| Common Stock, par value \$0.001 | 02/19/2008 | | S ⁽¹⁾ | 300 | D \$ 13.08 | 55,021 | D |
| Common Stock, par value \$0.001 | 02/19/2008 | | S ⁽¹⁾ | 200 | D \$ 13.07 | 54,821 | D |

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| | | | | | | | | |
|---------------------------------|---------------------------|-------------------------|--------------|---|------------|--------|---|-----------------|
| Common Stock, par value \$0.001 | 02/19/2008 | <u>S</u> ⁽¹⁾ | 101 | D | \$ 13.03 | 54,720 | D | |
| Common Stock, par value \$0.001 | 02/19/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 13.01 | 54,620 | D | |
| Common Stock, par value \$0.001 | 02/19/2008 | <u>S</u> ⁽¹⁾ | 4,277 | D | \$ 13 | 50,343 | D | |
| Common Stock, par value \$0.001 | 02/19/2008 ⁽²⁾ | J | 0 <u>(2)</u> | A | <u>(2)</u> | 5,000 | I | owned by spouse |

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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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 0.2 | 02/19/2008 | | <u>M</u> ⁽¹⁾ | 4,978 | 08/09/2006 09/17/2009 | Common Stock | 4,978 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Sokol Eric
C/O TECHTARGET, INC.
117 KENDRICK STREET, SUITE 800
NEEDHAM, MA 02494

Chief Financial Officer

Signatures

Rick Olin,
Attorney-in-fact 02/20/2008

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.
- (2) This line item does not report an actual transaction. The line is added to gain access to the reporting system to report this indirect beneficial ownership.

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.