

TechTarget Inc
Form 4
May 13, 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 *
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)

05/09/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 | 05/09/2008 | | M ⁽¹⁾ | | 20,022 | A | \$ 0.2 |
| Common Stock, par value \$0.001 | 05/09/2008 | | M ⁽¹⁾ | | 17,075 | A | \$ 1.8 |
| Common Stock, par value \$0.001 | 05/09/2008 | | S ⁽¹⁾ | | 37,097 | D | \$ 13 50,343 |

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| | | | | | | | | |
|---------------------------------|------------|--|------------------|-------|---|--------|--------|-----------------|
| Common Stock, par value \$0.001 | | | | | | 5,000 | I | owned by spouse |
| Common Stock, par value \$0.001 | 05/12/2008 | | M ⁽¹⁾ | 6,645 | A | \$ 1.8 | 56,988 | D |
| Common Stock, par value \$0.001 | 05/12/2008 | | S ⁽¹⁾ | 6,645 | D | \$ 13 | 50,343 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Employee Stock Option (right to buy) | \$ 0.2 | 05/09/2008 | | M | 20,022 | 08/09/2006 09/17/2009 | Common Stock 20,022 |
| Employee Stock Option (right to buy) | \$ 1.8 | 05/09/2008 | | M ⁽¹⁾ | 17,075 | ⁽²⁾ 12/12/2010 | Common Stock 17,075 |
| Employee Stock Option (right to buy) | \$ 1.8 | 05/12/2008 | | M ⁽¹⁾ | 6,645 | ⁽²⁾ 12/12/2010 | Common Stock 6,645 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sockol Eric C/O TECHTARGET, INC. 117 KENDRICK STREET, SUITE 800 NEEDHAM, MA 02494 | | | Chief Financial Officer | |

Signatures

| | |
|--|---------------------|
| Rick Olin, Attorney-in-Fact | 05/13/2008 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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: 22,868 options vested on December 12, 2001, 5,717 options vested on March 12, 2002, 5,717 options vested on June 12, 2002, 5,717 options vested on September 12, 2002, 5,717 options vested on December 12, 2002, 5,717 options vested on March 12, 2003, 5,717 options vested on June 12, 2003, 5,717 options vested on September 12, 2003, 5,717 options vested on December 12, 2003, 5,717 options vested on March 12, 2004, 5,717 options vested on June 12, 2004, 5,717 options vested on September 12, 2004, 5,717 options vested on December 12, 2004.

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.