Sockol Eric Form 4 May 18, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Synings: January 31,

Expires: 2005
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0.5

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obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sockol Eric			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			TechTarget Inc [TTGT]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O TECHTARGET, INC., 275 GROVE STREET			05/16/2010	X Officer (give title Other (specify			
				below) below) Chief Financial Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NEWTON, MA 02466				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	Acquired Disposed of or Reneficially Owns			

(City)	(State)	Table Table	e I - Non-Do	erivative S	ecurit	ies Acq	juired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code (D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/16/2010		M	17,500	A	\$ 0 (1)	99,093	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of	ative Expiration Date ties (Month/Day/Year) red (A)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
	Security				(D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/16/2010		M	17,500	(2)	(2)	Common Stock	17,500	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sockol Eric C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466

Chief Financial Officer

### **Signatures**

Rick Olin,

Attorney-in-Fact 05/18/2010

\*\*Signature of Reporting 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) Each restricted stock unit represented a contingent right to receive one share of TechTarget, Inc.'s common stock. The Reporting Person settled these restricted stock units for common stock.

The related restricted stock unit award vests in four equal annual installments beginning December 18, 2008. Each vesting tranche is distributed to the Reporting Person on the earliest to occur of the following "Permissible Events": (i) the termination of the Reporting Person's employment for any reason, (ii) the Reporting Person becoming disabled within the meaning of Section 409A, (iii) the death of

the Reporting Person, (iv) the occurrence of a "change in control" of the Company within the meaning of Section 409A, and (v) the applicable date set forth in the Reporting Person's deferral plan with respect to each Vesting Tranche. This portion of the Reporting Person's restricted stock unit award vested, as to 8,750 shares, on December 18, 2008 and, as to 8,750 shares, on December 18, 2009, but, pursuant to the terms of the related Restricted Stock Unit Agreement, delivery of these 17,500 shares was deferred such that they were delivered on May 16, 2010.

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.

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