

Levenson Bruce
Form 4
February 01, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Levenson Bruce

2. Issuer Name **and** Ticker or Trading
Symbol
TechTarget Inc [TTGT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

275 GROVE STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NEWTON, MA 02466

(City) (State) (Zip)

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)
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	<u>\$ 0</u> (2)	1,785,104	I	By the Levenson Family Irrevocable Trust-Non-GST
Common Stock	12/21/2010	G	V	213,047	D	<u>\$ 0</u> (3)	307,932	I	By the Bruce D. Levenson 2009 Grantor Retained Annuity Trust
Common Stock	12/21/2010	G	V	213,047	A	<u>\$ 0</u> (3)	728,868	D	
Common Stock	01/11/2010	G	V	619,525	A	<u>\$ 0</u> (4)	619,525	I	By the Bruce D. Levenson 2011 Grantor Retained Annuity Trust
Common Stock	01/11/2010	G	V	619,525	D	<u>\$ 0</u> (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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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
- (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
- (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.
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