

Olin Rick
Form 4
February 17, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Olin Rick

(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)

02/16/2012

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 ____ Other (specify
below) below)

General Counsel & Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/16/2012		M		3,125	A	43,750

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
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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 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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	02/16/2012		M	3,125	(2)	(2)	Common Stock	3,125

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Olin Rick C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466	General Counsel & Secretary

Signatures

Rick Olin 02/17/2012

 **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) 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 on December 18, 2011, but, pursuant to the terms of the related Restricted Stock Unit Agreement, delivery of these shares was deferred such that they were delivered on February 16, 2012.

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.