

Levenson Bruce
Form 4
February 01, 2011

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 *
Levenson Bruce

(Last) (First) (Middle)
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)
12/21/2010

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)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
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	\$ 0 (2)	1,785,104	I	By the Levenson Family Irrevocable Trust-Non-GST
Common Stock	12/21/2010		G	V	213,047	D	\$ 0 (3)	307,932	I	By the Bruce D. Levenson 2009 Grantor Retained Annuity Trust
Common Stock	12/21/2010		G	V	213,047	A	\$ 0 (3)	728,868	D	
Common Stock	01/11/2010		G	V	619,525	A	\$ 0 (4)	619,525	I	By the Bruce D. Levenson 2011 Grantor Retained Annuity Trust
Common Stock	01/11/2010		G	V	619,525	D	\$ 0 (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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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 reporting person.
- (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 Annuity Trust.
- (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. 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.