

TechTarget Inc
 Form 4
 January 12, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Hawk Don

(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)
 01/16/2013

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)
 Executive Director

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 | 01/16/2013 | | M | | 68,750 | A | $\frac{(1)}{(2)}$ |
| Common Stock | 07/16/2013 | | M | | 68,750 | A | $\frac{(1)}{(2)}$ |
| Common Stock | 12/20/2013 | | A | | 100,000 (3) | A | \$ 0 |
| Common Stock | 01/16/2014 | | M | | 68,750 | A | $\frac{(1)}{(2)}$ |

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

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On January 2, 2009 the ('Grant Date') the reporting person was granted 550,000 performance based restricted stock units. The total performance based restricted stock unit grant relates to 550,000 shares of TechTarget, Inc.'s common stock which as a result of the satisfaction of the performance condition, vested as to 137,500 shares on March 9, 2010 and thereafter became further vested upon the conclusion of each ninety-one (91) day period following the initial anniversary of the Grant Date in additional six and a quarter percent (6.25%) increments such that on the fourth anniversary of the Grant Date, the RSU grant became fully vested

- (2) Each restricted Stock Unit (RSU) represents the right to receive one share of TechTarget, Inc's. common stock upon vesting
- (3) Each RSU represents the right to receive one share of TechTarget, Inc's common stock upon vesting. The RSU was granted on December 20, 2013 and vests in four equal installments beginning on February 23, 2015

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.