Cotoia Michael Form 4 March 14, 2011

# FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

#### 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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cotoia Michael Issuer Symbol TechTarget Inc [TTGT] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify C/O TECHTARGET, INC., 275 03/10/2011 below) **GROVE STREET Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEWTON, MA 02466 Person

(City)	(State) (Z	(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)	Date, if Transaction(A) or Disposed of Code (D)			d of	5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/10/2011		S(1)	7,200	D	\$ 7.66 (2)	209,260	D		
Common Stock	03/11/2011		S <u>(1)</u>	3,800	D	\$ 7.59 (3)	205,460	D		
Common Stock	03/14/2011		S <u>(1)</u>	1,710	D	\$ 7.68 (4)	203,750	D		

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

**OMB APPROVAL** 

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	Date	Title Numbe			
								of			
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cotoia Michael C/O TECHTARGET, INC. 275 GROVE STREET NEWTON, MA 02466

**Executive Vice President** 

### **Signatures**

Rick Olin,

Attorney-in-fact 03/14/2011

\*\*Signature of Reporting Date

Person

# **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) The reported sale was made automatically pursuant to a trading plan entered into by the reporting person purusant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- The reported transactions were executed at sales prices ranging from \$7.54 to \$7.88. The reporting person undertakes to provide, upon request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each separate price.
- The reported transactions were executed at sales prices ranging from \$7.40 to \$7.73. The reporting person undertakes to provide, upon request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each separate price.

Reporting Owners 2

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The reported transactions were executed at sales prices ranging from \$7.60 to \$7.75. The reporting person undertakes to provide, upon request by the SEC staff, TechTarget, Inc. or any security holder of TechTarget, Inc. the full information regarding the number of shares sold at each separate price.

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.