

Hawk Don  
Form 4  
February 18, 2010

**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 \*  
Hawk Don

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)

C/O TECHTARGET, INC., 117  
KENDRICK STREET, SUITE 800

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

President

(Street)

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

NEEDHAM, MA 02494

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	02/16/2010		M		6,875	A	\$ 0 (1)
					204,139	D	

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	02/16/2010		M	6,875	(2) (2)	Common Stock	6,875

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hawk Don C/O TECHTARGET, INC. 117 KENDRICK STREET, SUITE 800 NEEDHAM, MA 02494			President	

## Signatures

/s/ Rick Olin,  
Attorney-in-Fact

02/18/2010

\*\*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

(2) 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, 2009, 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, 2010.

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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