TechTarget Inc Form 4 March 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Cotoia Michael			2. Issues	r Name and	1 Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)				rget Inc [f Earliest T	-	(Check all applicable)				
C/O TECHTA DOET, INC. 275			(Month/Day/Year)			Director 10% Owner X Officer (give title Other (spec				
C/O TECHTARGET, INC., 275 GROVE STREET			03/04/2	015		below)	below) ef Operating Office			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mor	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by One Reporting Person				
NEWTON,	MA 02466					Form filed by Person	y More than One Re	eporting		
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative Securities Acq	uired, Disposed	of, or Beneficial	ly Owned		
1.Title of	2. Transaction	Date 2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature		
Security	(Month/Day/Ye	ear) Execution	on Date, if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Month/Day/Year) Execution Date, if any			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficia		
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock	03/04/2015		M	3,356	A		353,355	D		
Common Stock	03/04/2015		S	3,356	D	\$ 12.13 (1)	349,999	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)

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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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date (Month/Day/Year) of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 7.36	03/04/2015		M	3,356	(2)	(2)	Common Stock	3,356	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cotoia Michael

C/O TECHTARGET, INC. 275 GROVE STREET

Chief Operating Officer

NEWTON, MA 02466

Signatures

Jane Freedman Attorney in Fact

03/05/2015

Date

**Signature of Reporting 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).
- The reported transactions were executed at sales prices ranging from \$12.03 to \$12.22. 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.
- (2) This is a partial exercise of an option granted on September 27, 2006 and became fully vested on September 27, 2009.

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.

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