

Levenson Bruce
Form 4
April 13, 2012

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

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)
275 GROVE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2012

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

NEWTON, MA 02466
(City) (State) (Zip)

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

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	02/06/2012		G ⁽¹⁾	V	251,208	D	\$ 0	56,724	I	By the Bruce D. Levenson 2009 Grantor Retained Annuity Trust
Common Stock	02/06/2012		G ⁽²⁾	V	56,724	D	\$ 0	0	I	By the Bruce D. Levenson 2009 Grantor Retained Annuity Trust
Common Stock	02/06/2012		G ⁽¹⁾	V	251,208	A	\$ 0	251,208	I	By the Bruce D. Levenson 2012

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
Common Stock		02/06/2012		G ⁽²⁾ V	56,724	A \$ 0 610,725	I		Grantor Retained Annuity Trust Levenson Family Irrevocable Trust-GST
Common Stock		02/06/2012		G ⁽³⁾ V	330,421	D \$ 0 289,104	I		By the Bruce D. Levenson 2011 Grantor Retained Annuity Trust
Common Stock		02/06/2012		G ⁽³⁾ V	330,421	A \$ 0 581,629	I		By the Bruce D. Levenson 2012 Grantor Retained Annuity Trust
Common Stock						1,483,091	I		Levenson Family Irrevocable Trust-Non-GST
Common Stock						118,073	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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	04/13/2012
<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 251,208 shares from the Bruce D. Levenson 2009 Grantor Retained Annuity Trust to the Bruce D. Levenson 2012 Grantor Retained Annuity Trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (2) This transaction reflects the transfer of these 56,724 shares from the Bruce D. Levenson 2009 Grantor Retained Annuity Trust to the Levenson Family Irrevocable Trust-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 330,421 shares from the Bruce D. Levenson 2011 Grantor Retained Annuity Trust to the Bruce D. Levenson 2012 Grantor Retained 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.