Olin Rick Form 4 February 19, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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response...

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

obligations

Check this box

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 Repor Olin Rick	ting Person *	2. Issuer Name and Ticker or Trading Symbol TechTarget Inc [TTGT]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O TECHTARGET, INC., 117 KENDRICK STREET, SUITE 800		(Month/Day/Year) 02/17/2009	Director 10% Owner Self-width of the control of		
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NEEDHAM, MA 02494	(Zin)		Form filed by More than One Reporting Person		

(City)	(State) (A	Table	I - Non-Do	erivative Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Prio	(Instr. 3 and 4)		
Common Stock	02/17/2009		M	3,125 А 🕮	3,125	D	

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

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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. Transacti 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. Property Security (Instruction)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/17/2009		M	3,125	(2)	(2)	Common Stock	3,125	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Olin Rick C/O TECHTARGET, INC. 117 KENDRICK STREET, SUITE 800 NEEDHAM, MA 02494			VP, Gen. Counsel & Secretary		

Signatures

Rick Olin, Attorney-in-Fact

02/19/2009

**Signature of Reporting

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, 2008, 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 17, 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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