

TechTarget Inc
 Form 5
 February 18, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MARINO ROGER M

(Last) (First) (Middle)

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

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TechTarget Inc [TTGT]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | | | | | | D | |
| Common Stock | | | | | | I | By GRAM, L.P. |
| Common Stock | 06/02/2008 | | S4 | 1,000 | \$ 12.06 (1) | I | By ROGRAM, LLC |
| | 06/03/2008 | | S4 | 5,700 | | I | |

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| | | | | | | | | | | |
|--------------|------------|---|----|--------|---|--|-------------------|-----------------|---|----------------|
| Common Stock | | | | | | | \$ 12.005 (2) | 474,943 (14) | | By ROGRAM, LLC |
| Common Stock | 06/04/2008 | Â | S4 | 3,500 | D | | \$ 12.458 (3) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 06/05/2008 | Â | S4 | 8,500 | D | | \$ 12.98 (4) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 06/09/2008 | Â | S4 | 13,323 | D | | \$ 12.116 (5) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 06/10/2008 | Â | S4 | 9,177 | D | | \$ 12.05 | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 06/11/2008 | Â | S4 | 53,508 | D | | \$ 11.879 (6) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 06/13/2008 | Â | S4 | 2,300 | D | | \$ 12.008 (7) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 06/16/2008 | Â | S4 | 15,000 | D | | \$ 12.045 (8) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 06/23/2008 | Â | S4 | 2,703 | D | | \$ 11.445 (9) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 06/25/2008 | Â | S4 | 20,000 | D | | \$ 10.981 (10) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 06/30/2008 | Â | S4 | 34,140 | D | | \$ 10.602 (11) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 07/08/2008 | Â | S4 | 45,756 | D | | \$ 10.017 (12) | 474,943 (14) | I | By ROGRAM, LLC |
| Common Stock | 07/09/2008 | Â | S4 | 10,450 | D | | \$ 10.066 (13) | 474,943 (14) | I | By ROGRAM, LLC |

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

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security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.

- (6) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$11.50 to \$12.21 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (7) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$12.00 to \$12.02 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (8) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$12.00 to \$12.25 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (9) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$11.39 to \$11.50 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (10) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$10.95 to \$11.05 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (11) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$10.60 to \$10.61 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (12) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$10.00 to \$10.07 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (13) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sales price of share sales occurring at prices ranging from \$10.00 to \$10.16 per share. Mr. Marino will provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, the full information regarding the number of shares purchased or sold at each separate price.
- (14) Mr. Marino disclaims beneficial ownership of such shares, 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 provided 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.