

Phelps William
Form 4
January 15, 2009

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 *
Phelps William

(Last) (First) (Middle)

ONE CIRCLE STAR WAY, SUITE 200

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DemandTec, Inc. [DMAN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2009

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)
EVP & Chief Customer Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Common Stock	01/15/2009		S ⁽¹⁾		15,000	D	7.22
							<u>(2)</u>

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phelps William ONE CIRCLE STAR WAY SUITE 200 SAN CARLOS, CA 94070			EVP & Chief Customer Officer	

Signatures

By: Michael J. McAdam, Attorney in Fact For: William R. Phelps 01/15/2009

**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) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2007.
- Average sale price of \$7.22 consists of the following blocks: 200 shares were sold at \$6.70 per share, 100 at \$6.75, 200 at \$6.76, 125 at \$6.79, 1 share at \$6.80, 174 at \$6.84, 100 at \$6.87, 200 at \$6.90, 100 at \$6.91, 200 at \$6.93, 100 at \$6.94, 200 at \$6.97, 200 at \$6.98, 200 at \$6.99, 1700 at \$7.00, 900 at \$7.01, 300 at \$7.02, 200 at \$7.03, 200 at \$7.10, 400 at \$7.12, 100 at \$7.13, 100 at \$7.14, 100 at \$7.16, 100 at \$7.17, 100 at \$7.18, 100 at \$7.19, 200 at \$7.21, 100 at \$7.22, 100 at \$7.26, 300 at \$7.27, 200 at \$7.29, 300 at \$7.36, 200 at \$7.37, 2600 at \$7.38, 105 at \$7.40, 500 at \$7.41, 100 at \$7.42, 400 at \$7.43, 300 at \$7.49, 18 at \$7.50, 265 at \$7.52, 12 at \$7.53, 1300 at \$7.57, 201 at \$7.58, 200 at \$7.59, 199 at \$7.60, 200 at \$7.61, 100 at \$7.62, 300 at \$7.63, 200 at \$7.64, 100 at \$7.65, and 100 shares sold at \$7.67.
- 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.