

Fishback Daniel R
Form 4
October 08, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Fishback Daniel R

(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)
10/06/2009

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)

Chief Executive 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/06/2009 | | S | 15,800 | D 8.126 | 29,218 | I by Trust1 (2) |
| | | | | | \$ (1) | | |
| Common Stock | 10/07/2009 | | S | 7,550 | D 8.272 | 21,668 | I by Trust1 (2) |
| | | | | | \$ (3) | | |
| Common Stock | 10/06/2009 | | S | 15,800 | D 8.126 | 29,218 | I by Trust2 (5) |
| | | | | | \$ (4) | | |
| Common Stock | 10/07/2009 | | S | 7,550 | D 8.272 | 21,668 | I by Trust2 (5) |

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(6)

| | | | |
|--------------|---------|---|-----------|
| Common Stock | 112,000 | D | |
| Common Stock | 316,089 | I | by Trust3 |

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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Fishback Daniel R ONE CIRCLE STAR WAY SUITE 200 SAN CARLOS, CA 94070 | X | | Chief Executive Officer | |

Signatures

By: Michael J. McAdam, Attorney in Fact For: Daniel R. Fishback

10/08/2009

**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) Average sale price of \$8.126 consists of the following trades: 445 shares were sold at \$7.92 per share, 50 at \$7.93, 690 at \$7.95, 150 at \$7.98, 200 at \$7.99, 350 at \$8, 507 at \$8.01, 400 at \$8.02, 50 at \$8.03, 100 at \$8.04, 400 at \$8.05, 200 at \$8.06, 210 at \$8.07, 50 at \$8.09, 2,085 at \$8.10, 812 at \$8.11, 1,169 at \$8.12, 1,223 at \$8.13, 2,759 at \$8.14, 100 at \$8.145, 500 at \$8.15, 400 at \$8.17, 250 at \$8.18, 350 at \$8.19, 100 at \$8.20, 50 at \$8.21, 50 at \$8.215, 250 at \$8.24, 150 at \$8.25, 50 at \$8.255, 100 at \$8.27, 50 at \$8.28, 50 at \$8.29, 150 at \$8.31, 50 at \$8.325, 50 at \$8.335, 100 at \$8.34, 50 at \$8.345, 150 at \$8.35, 150 at \$8.365, 300 at \$8.37, 100 at \$8.38, 28 at \$8.39, 322 at \$8.40, and 50 shares were sold at \$8.41 per share.

(2) Shares held by the Annie Fishback Separate Share Irrevocable Trust

(3) Average sale price of \$8.272 consists of the following trades: 50 shares were sold at \$8.10 per share, 50 at \$8.105, 300 at \$8.17, 450 at \$8.18, 50 at \$8.19, 450 at \$8.20, 236 at \$8.21, 127 at \$8.22, 201 at \$8.23, 50 at \$8.2375, 185 at \$8.24, 50 at \$8.255, 13 at \$8.26, 300 at \$8.2675, 150 at \$8.27, 589 at \$8.28, 250 at \$8.285, 450 at \$8.29, 300 at \$8.295, 1,350 at \$8.30, 400 at \$8.31, 300 at \$8.32, 649 at \$8.33, 50 at \$8.335, and 550 shares were sold at \$8.34 per share.

(4) Average sale price of \$8.126 consists of the following trades: 445 shares were sold at \$7.92 per share, 50 at \$7.93, 690 at \$7.95, 150 at \$7.98, 200 at \$7.99, 350 at \$8, 506 at \$8.01, 400 at \$8.02, 50 at \$8.03, 100 at \$8.04, 400 at \$8.05, 200 at \$8.06, 210 at \$8.07, 50 at \$8.09, 2,085 at \$8.10, 812 at \$8.11, 1,169 at \$8.12, 1,223 at \$8.13, 2,760 at \$8.14, 100 at \$8.145, 500 at \$8.15, 400 at \$8.17, 250 at \$8.18, 350 at \$8.19, 100 at \$8.20, 50 at \$8.21, 50 at \$8.215, 250 at \$8.24, 150 at \$8.25, 50 at \$8.255, 100 at \$8.27, 50 at \$8.28, 50 at \$8.29, 150 at \$8.31, 50 at \$8.325, 50 at \$8.335, 100 at \$8.34, 50 at \$8.345, 150 at \$8.35, 150 at \$8.365, 300 at \$8.37, 100 at \$8.38, 28 at \$8.39, 322 at \$8.40, and 50 shares were sold at \$8.41 per share.

(5) Shares held by the Megan Fishback Separate Share Irrevocable Trust

(6) Average sale price of \$8.272 consists of the following trades: 50 shares were sold at \$8.10 per share, 50 at \$8.105, 300 at \$8.17, 450 at \$8.18, 50 at \$8.19, 450 at \$8.20, 235 at \$8.21, 128 at \$8.22, 201 at \$8.23, 50 at \$8.2375, 185 at \$8.24, 1 at \$8.25, 50 at \$8.255, 13 at \$8.26, 300 at \$8.2675, 150 at \$8.27, 589 at \$8.28, 250 at \$8.285, 450 at \$8.29, 300 at \$8.295, 1,350 at \$8.30, 400 at \$8.31, 300 at \$8.32, 648 at \$8.33, 50 at \$8.335, and 550 shares were sold at \$8.34 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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