

Fishback Daniel R
 Form 4
 January 27, 2010

FORM 4

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

OMB APPROVAL

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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)
 1 FRANKLIN
 PARKWAY, BUILDING 910
 (Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/25/2010

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/25/2010		M ⁽¹⁾		25,000	A	\$ 0.4
							85,000
Common Stock	01/25/2010		S ⁽¹⁾		25,000	D	\$ 6.668
							60,000
Common Stock	01/26/2010		M ⁽¹⁾		23,400	A	\$ 0.4
							83,400
Common Stock	01/26/2010		S ⁽¹⁾		23,400	D	\$ 6.313
							60,000
							18
							I

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Common Stock			by Trust1 <u>(4)</u>
Common Stock	18	I	by Trust2 <u>(5)</u>
Common Stock	316,089	I	by Trust3 <u>(6)</u>

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)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 0.4	01/25/2010		M ⁽¹⁾	25,000	<u>(7)</u>	06/03/2011	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 0.4	01/26/2010		M ⁽¹⁾	23,400	<u>(7)</u>	06/03/2011	Common Stock	23,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fishback Daniel R 1 FRANKLIN PARKWAY BUILDING 910 SAN MATEO, CA 94403	X		Chief Executive Officer	

Signatures

By: Michael McAdam, Attorney in Fact For: Daniel Fishback

01/27/2010

__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) Automatic stock option same-day sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 24, 2008.

Average sale price of \$6.6678 consists of the following blocks: 1200 shares were sold at \$6.63 per share, 2100 at \$6.62, 6355 at \$6.65, 2600 at \$6.64, 4000 at \$6.645, 300 at \$6.66, 100 at \$6.67, 345 at \$6.635, 100 at \$6.61, 600 at \$6.585, 1200 at \$6.60, 400 at \$6.69, 300 at \$6.70, 300 at \$6.685, 100 at \$6.71, 100 at \$6.72, 500 at \$6.73, 600 at \$6.80, 700 at \$6.795, 800 at \$6.79, 300 at \$6.75, 300 at \$6.76, 700 at \$6.785, 700 at \$6.775, and 300 shares were sold at \$6.78 per share.
- (2) Average sale price of \$6.313 consists of the following blocks: 2900 shares were sold at \$6.10 per share, 400 at \$6.11, 600 at \$6.12, 625 at \$6.13, 100 at \$6.135, 75 at \$6.14, 200 at \$6.08, 500 at \$6.09, 400 at \$6.29, 12,300 at \$6.36, 1600 at \$6.37, 300 at \$6.38, 500 at \$6.39, 300 at \$6.40, 400 at \$6.44, 400 at \$6.42, 300 at \$6.46, 200 at \$6.43, 700 at \$6.45, 100 at \$6.48, 100 at \$6.49, 100 at \$6.52, 100 at \$6.55, 100 at \$6.53, and 100 shares were sold at \$6.50 per share.
- (3) Shares held by the Annie Fishback Separate Share Irrevocable Trust
- (4) Shares held by the Megan Fishback Separate Share Irrevocable Trust
- (5) Shares held by the Fishback Family Revocable Trust u/d/t March 5, 2001, Daniel R. Fishback and Lady Bess Fishback, Trustees
- (6) The stock option is fully vested and exercisable.
- (7)

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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