

Fishback Daniel R
 Form 4
 July 22, 2010

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 *
 Fishback Daniel R

(Last) (First) (Middle)
 ONE 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)
 07/20/2010

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)
 President & CEO

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 | 07/20/2010 | | M ⁽¹⁾ | | 36,767 | A | \$ 0.4 |
| | | | | | | | 200,017 |
| Common Stock | 07/20/2010 | | S ⁽¹⁾ | | 36,767 | D | \$ 6.474 |
| | | | | | | | 163,250 |
| Common Stock | 07/21/2010 | | M ⁽¹⁾ | | 38,233 | A | \$ 0.4 |
| | | | | | | | 201,483 |
| Common Stock | 07/21/2010 | | S ⁽¹⁾ | | 38,233 | D | \$ 6.453 |
| | | | | | | | 163,250 |
| | | | | | | | 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 | 07/20/2010 | | M ⁽¹⁾ | 36,767 | <u>(7)</u> | 06/03/2011 | Common Stock | 36,767 |
| Non-Qualified Stock Option (right to buy) | \$ 0.4 | 07/21/2010 | | M ⁽¹⁾ | 38,233 | <u>(7)</u> | 06/03/2011 | Common Stock | 38,233 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fishback Daniel R ONE FRANKLIN PARKWAY BUILDING 910 SAN MATEO, CA 94403 | X | | President & CEO | |

Signatures

By: Michael McAdam, Attorney in Fact For: Daniel Fishback 07/22/2010

__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 same-day sale of a stock option (that is due to expire on June 3, 2011) effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on October 22, 2009.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$6.36 to \$6.61 per share.

- (2) The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$6.35 to \$6.59 per share.

- (3) The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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

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

- (6) Shares held by the Fishback Family Revocable Trust u/d/t March 5, 2001, Daniel R. Fishback and Lady Bess Fishback, Trustees

- (7) The stock option is fully vested and exercisable.

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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