

Fishback Daniel R
Form 4
October 13, 2009

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)

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)
10/08/2009

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	10/08/2009		S	3,154	D 8.335 (1)	\$ 18,514	I by Trust1 (2)
Common Stock	10/09/2009		S	18,496	D 8.018 (3)	\$ 18	I by Trust1 (2)
Common Stock	10/08/2009		S	3,046	D 8.326 (4)	\$ 18,622	I by Trust2 (5)
Common Stock	10/09/2009		S	18,604	D 8.017	\$ 18	I by Trust2 (5)

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).

Average sale price of \$8.335 consists of the following trades: 100 shares were sold at \$8.39 per share, 98 at \$8.44, 400 at \$8.34, 100 at \$8.33, 100 at \$8.30, 300 at \$8.27, 100 at \$8.25, 100 at \$8.28, 100 at \$8.29, 100 at \$8.3375, 200 at \$8.32, 200 at \$8.345, 800 at \$8.35, and 456 shares were sold at \$8.36 per share.

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

Average sale price of \$8.018 consists of the following trades: 100 shares were sold at \$8.30 per share, 100 at \$8.28, 500 at \$8.16, 100 at \$8.17, 200 at \$8.13, 600 at \$8.15, 200 at \$8.14, 100 at \$8.05, 100 at \$8.07, 100 at \$8.08, 200 at \$8.01, 100 at \$8.03, 500 at \$8.02, and 15,596 shares were sold at \$8.00 per share.

Average sale price of \$8.326 consists of the following trades: 100 shares were sold at \$8.21 per share, 100 at \$8.28, 2 at \$8.45, 200 at \$8.34, 100 at \$8.31, 100 at \$8.26, 400 at \$8.27, 300 at \$8.32, 100 at \$8.3225, 100 at \$8.3375, 400 at \$8.345, 200 at \$8.37, 500 at \$8.35, and 444 shares were sold at \$8.36 per share.

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

Average sale price of \$8.017 consists of the following trades: 100 shares were sold at \$8.30 per share, 100 at \$8.23, 100 at \$8.20, 100 at \$8.19, 200 at \$8.13, 300 at \$8.16, 800 at \$8.15, 100 at \$8.05, 100 at \$8.06, 200 at \$8.08, 500 at \$8.02, and 16,004 shares were sold at \$8.00 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.

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.