

DORRIAN JIM
Form 4
February 05, 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 *
DORRIAN JIM

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2935 WOODSIDE ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2009

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

WOODSIDE, CA 94062

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/04/2010		J ⁽¹⁾		5,401,449	D	\$ 6.152 0	I	See Footnote <u>(2)</u>
Common Stock	02/04/2010		J ⁽¹⁾		621,843	D	\$ 6.152 0	I	See Footnote <u>(3)</u>
Common Stock	02/04/2010		J ⁽¹⁾		3,884	A	\$ 6.152 4,529	D <u>(2)</u>	
Common Stock	02/04/2010		J ⁽¹⁾		4,003	A	\$ 6.152 4,667	D <u>(3)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORRIAN JIM 2935 WOODSIDE ROAD WOODSIDE, CA 94062		X		

Signatures

/s/ James
Dorrian

02/05/2010

**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) Distribution to Limited Partners.

The shares reported on this line are beneficially owned, and the reported distribution was made, by Crosspoint Venture Partners 2000 Q, L.P. (CVP 2000 Q). The reporting person is a general partner of Crosspoint Associates 2000, L.L.C., a venture capital firm, which is the

(2) general partner of CVP 2000 Q. The reporting person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest in its distributive share thereof. Through the partnership distributions from CVP 2000 Q to its general partners, James Dorrian received 3,884 shares on 02/04/10.

(3) The shares reported on this line are beneficially owned, and the reported distribution was made, by Crosspoint Venture Partners 2000, L.P. (CVP 2000). The reporting person is a general partner of Crosspoint Associates 2000, L.L.C., a venture capital firm, which is the general partner of CVP 2000. The reporting person disclaims beneficial ownership of such shares except to the extent of its pecuniary

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interest in its distributive share thereof. Through the partnership distributions from CVP 2000 to its general partners, James Dorrian received 4,003 shares on 02/04/10.

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.