

Fishback Daniel R
 Form 4
 July 17, 2009

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 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)
 07/15/2009

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/15/2009 | | S ⁽¹⁾ | V | 39,000 | D | |
| | | | | | \$ 8.471 (2) | | |
| Common Stock | 07/16/2009 | | S ⁽¹⁾ | V | 13,000 | D | |
| | | | | | \$ 8.682 (3) | | |
| Common Stock | 05/05/2009 | | G | V | 7,000 | D | \$ 0 |
| | | | | | | | 316,089 |
| | | | | | | | I |
| | | | | | | | by Trust3 |
| Common Stock | | | | | | | 45,018 |
| | | | | | | | I |
| | | | | | | | by Trust1 (4) |
| | | | | | | | 45,018 |
| | | | | | | | I |

Common
Stock

by Trust2
(5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | | President & CEO | |

Signatures

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

07/17/2009

__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) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 24, 2008.

(2) Average sale price of \$8.4707 consists of the following blocks: 1000 shares were sold at \$8.25 per share, 200 shares at \$8.27, 880 shares at \$8.28, 1506 shares at \$8.31, 1004 shares at \$8.33, 1002 shares at \$8.34, 503 shares at \$8.35, 1600 shares at \$8.36, 505 shares at \$8.37, 300 shares at \$8.39, 2596 shares at \$8.40, 156 shares at \$8.41, 548 shares at \$8.42, 800 shares at \$8.43, 1000 shares at \$8.44, 300 shares

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at \$8.45, 500 shares at \$8.46, 1000 shares at \$8.47, 461 shares at \$8.48, 1239 shares at \$8.49, 3596 shares at \$8.50, 1804 shares at \$8.51, 200 shares at \$8.52, 1095 shares at \$8.53, 1545 shares at \$8.54, 727 shares at \$8.55, 1206 shares at \$8.56, 800 shares at \$8.57, 536 shares at \$8.58, 200 shares at \$8.5875, 1096 shares at \$8.59, 200 shares at \$8.595, 3035 shares at \$8.60, 1400 shares at \$8.61, 2231 shares at \$8.62, 100 shares at \$8.625, and 2129 shares were sold at \$8.63 per share.

Average sale price of \$8.6815 consists of the following blocks: 169 shares were sold at \$8.58 per share, 200 shares at \$8.59, 1406 shares at \$8.60, 900 shares at \$8.61, 100 shares at \$8.615, 740 shares at \$8.62, 100 shares at \$8.6225, 100 shares at \$8.625, 380 shares at \$8.63, 25 shares at \$8.6375, 180 shares at \$8.64, 200 shares at \$8.65, 100 shares at \$8.6575, 200 shares at \$8.665, 300 shares at \$8.67, 200 shares at \$8.6775, 800 shares at \$8.68, 200 shares at \$8.6825, 1200 shares at \$8.685, 100 shares at \$8.6875, 438 shares at \$8.69, 300 shares at \$8.6925, 1362 shares at \$8.70, 300 shares \$8.7025, 300 shares at \$8.71, 200 shares at \$8.72, 400 shares at \$8.73, 400 shares at \$8.74, 500 shares at \$8.7475, 200 shares at \$8.7775, 300 shares at \$8.78, 100 shares at \$8.7825, 100 shares at \$8.785, and 500 shares were sold at \$8.79 per share.

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

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

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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