DemandTec, Inc. Form 4 May 16, 2008

FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Culhane Mark			Symbol	Name and	Ticker or Trading [DMAN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)							
ONE CIRCLE STAR WAY, SUITE 200			05/14/20	•		X_ Officer (give title Other (specificelow) below) EVP & Chief Financial Officer				
(Street)			4. If Amer	ndment, Dat	te Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
SAN CARL	OS, CA 940°	70				Form filed by I Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Securities Acq	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security		n Date 2A. Dee Year) Execution		3. Transactio	4. Securities Acquired on(A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct			

(City)	(State) (A	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)		action Date 2A. Deemed		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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	05/14/2008		Code V $A_{\underline{(1)}}$	18,750	A	\$ 0	83,950	D		
Common Stock							247,300	I	by Trust1	
Common Stock							9,000	I	by Trust2	
Common Stock							9,000	I	by Trust3	
Common Stock							9,000	I	by Trust4	

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Edgar Filing: DemandTec, Inc. - Form 4

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date		or Title Numbe of		
						Exercisable				
				C 1 1	(A) (D)					
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Culhane Mark ONE CIRCLE STAR WAY SUITE 200 SAN CARLOS, CA 94070

EVP & Chief Financial Officer

Signatures

By: Michael J. McAdam, Attorney in Fact For: Mark A.
Culhane

05/15/2008

**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).
- Exempt grant of performance-based and time-based restricted stock units under the issuer's 2007 Equity Incentive Plan. The performance objectives have been attained and the units will vest on July 15, 2008 (50%) and January 15, 2009 (50%) subject to the reporting person's continued service.
- (2) Shares held by Culhane Family Revocable Trust dated 12/16/99
- (3) Shares held by Maxwell A. R. Culhane 1999 Irrevocable Trust
- (4) Shares held by Michael D. Culhane 1999 Irrevocable Trust

Reporting Owners 2

9. Nu Deriv Secur Bene Own Follo Repo Trans

SEC 1474

(9-02)

Edgar Filing: DemandTec, Inc. - Form 4

(5) Shares held by Monica G. Culhane 1999 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. 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.