

Fishback Daniel R
Form 4
January 25, 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)

1 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)
01/21/2010

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)
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	01/21/2010		S ⁽¹⁾	26,600	D	7.275	85,400	D	
						<u>(2)</u>			
Common Stock	01/22/2010		S ⁽¹⁾	25,400	D	6.847	60,000	D	
						<u>(3)</u>			
Common Stock						18		I	by Trust1 <u>(4)</u>
Common Stock						18		I	by Trust2 <u>(5)</u>
						316,089		I	

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Common
Stock

by Trust3
(6)

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

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SEC 1474
(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
Fishback Daniel R 1 FRANKLIN PARKWAY BUILDING 910 SAN MATEO, CA 94403	X		Chief Executive Officer	

Signatures

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

01/25/2010

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

(2) Average sale price of \$7.275 consists of the following blocks: 300 shares were sold at \$7.02 per share; 100 at \$7.03; 800 at \$7.04; 200 at \$7.045; 1100 at \$7.05; 1900 at \$7.06; 2200 at \$7.07; 1300 at \$7.08; 1200 at \$7.09; 300 at \$7.10; 1600 at \$7.11; 600 at \$7.12; 200 at \$7.13; 500 at \$7.14; 600 at \$7.15; 1300 at \$7.16; 500 at \$7.17; 300 at \$7.18; 81 at \$7.19; 619 at \$7.20; 200 at \$7.25; 100 at \$7.30; 100 at

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\$7.32; 100 at \$7.36; 100 at \$7.39; 100 at \$7.44; 100 at \$7.46; 200 at \$7.47; 3100 at \$7.50; 100 at \$7.51; 200 at \$7.52; 200 at \$7.53; 300 at \$7.54; 2700 at \$7.55; 31 at \$7.56; 569 at \$7.57; 400 at \$7.58; 280 at \$7.59; 1920 at \$7.60 and 100 shares were sold at \$7.67 per share.

Average sale price of \$6.847 consists of the following blocks: 600 shares were sold at \$6.75 per share; 300 at \$6.755; 700 at \$6.77; 200 at \$6.775; 2200 at \$6.78; 300 at \$6.785; 2400 at \$6.79; 600 at \$6.795; 700 at \$6.80; 200 at \$6.805; 600 at \$6.81; 1200 at \$6.815; 3600 at \$6.82; 700 at \$6.83; 1200 at \$6.84; 200 at \$6.85; 256 at \$6.86; 444 at \$6.87; 700 at \$6.88; 1825 at \$6.89; 2875 at \$6.90; 1300 at \$6.91; 400 at \$6.92; 300 at \$6.94; 266 at \$7.00; 400 at \$7.01; 200 at \$7.02; 334 at \$7.05; 100 at \$7.06 and 300 shares were sold at \$7.07 per share.

(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

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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