

Fishback Daniel R
Form 4
October 13, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

Edgar Filing: Fishback Daniel R - Form 4

(6)

Common Stock	112,000	D	
Common Stock	316,089	I	by Trust3

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.

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
--	--	--	--	------	-----------	------------------	-----------------	-------	----------------------------

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		Chief Executive Officer	

Signatures

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

10/09/2009

**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).

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.