

Culhane Mark
Form 4
January 27, 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 *
Culhane Mark

(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)
01/25/2010

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)
EVP & Chief Financial 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/25/2010 | | M ⁽¹⁾ | | 5,000 | A | \$ 1 | 70,200 | D | |
| Common Stock | 01/25/2010 | | S ⁽¹⁾ | | 5,000 | D | \$ 6.66 ⁽²⁾ | 65,200 | D | |
| Common Stock | 01/25/2010 | | S ⁽³⁾ | | 15,000 | D | \$ 6.668 ⁽⁴⁾ | 187,300 | I | by Trust1 ⁽⁵⁾ |
| Common Stock | | | | | | | | 9,000 | I | by Trust2 ⁽⁶⁾ |
| Common Stock | | | | | | | | 9,000 | I | by Trust3 ⁽⁷⁾ |

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Common Stock 9,000 I by Trust4 (8)

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

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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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Incentive Stock Option (right to buy) | \$ 1 | 01/25/2010 | | M ⁽¹⁾ | 5,000 | ⁽⁹⁾ 05/20/2012 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Culhane Mark 1 FRANKLIN PARKWAY BUILDING 910 SAN MATEO, CA 94403 | | | EVP & Chief Financial Officer | |

Signatures

By: Michael McAdam, Attorney in Fact For: Mark Culhane

01/27/2010

**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) Automatic stock option same-day sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 29, 2008.

Average sale price of \$6.6598 consists of the following blocks: 200 shares were sold at \$6.55 per share, 300 at \$6.60, 200 at \$6.61, 700 at \$6.62, 300 at \$6.63, 1300 at \$6.64, 800 at \$6.65, 200 at \$6.67, 100 at \$6.70, 300 at \$6.77, 300 at \$6.79, and 300 shares were sold at \$6.80 per share.

(3) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 29, 2008.

Average sale price of \$6.6683 consists of the following blocks: 100 shares were sold at \$6.59 per share, 700 at \$6.60, 800 at \$6.61, 2125 at \$6.62, 900 at \$6.63, 3575 at \$6.64, 2200 at \$6.65, 875 at \$6.66, 200 at \$6.67, 100 at \$6.68, 200 at \$6.70, 200 at \$6.73, 10 at \$6.75, 800 at \$6.77, 400 at \$6.78, 125 at \$6.79, 1400 at \$6.80, and 290 shares were sold at \$6.81 per share.

(5) Shares held by Culhane Family Revocable Trust dated 12/16/99

(6) Shares held by Maxwell A. R. Culhane 1999 Irrevocable Trust

(7) Shares held by Michael D. Culhane 1999 Irrevocable Trust

(8) Shares held by Monica G. Culhane 1999 Irrevocable Trust

(9) The stock option is fully vested and exercisable.

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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