

Fishback Daniel R
 Form 4
 April 16, 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)
 ONE 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)
 04/15/2010

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/15/2010 | | F ⁽¹⁾ | | 28,008 | D | \$ 6.31 156,992 |
| Common Stock | 04/15/2010 | | S ⁽²⁾ | | 31,992 | D | \$ 6.253 125,000 |
| Common Stock | | | | | | I | 18 by Trust1 ⁽⁴⁾ |
| Common Stock | | | | | | I | 18 by Trust2 ⁽⁵⁾ |
| Common Stock | | | | | | I | 316,089 by Trust3 ⁽⁶⁾ |

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

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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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fishback Daniel R ONE FRANKLIN PARKWAY BUILDING 910 SAN MATEO, CA 94403 | X | | Chief Executive Officer | |

Signatures

By: Michael McAdam, Attorney in Fact For: Daniel Fishback 04/16/2010

__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) Shares withheld by DemandTec, Inc. to satisfy certain taxes payable in connection with the vesting of previously awarded restricted stock units.
- (2) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 22, 2009.
Average sale price of \$6.253 consists of the following blocks: 1400 shares were sold at \$6.18 per share, 2992 at \$6.19, 700 at \$6.195, 2300 at \$6.20, 2299 at \$6.21, 1468 at \$6.22, 1235 at \$6.23, 200 at \$6.235, 1398 at \$6.24, 200 at \$6.245, 3168 at \$6.25, 832 at \$6.26, 800 at \$6.27, 200 at \$6.275, 2000 at \$6.28, 1600 at \$6.29, 600 at \$6.295, 3600 at \$6.30, 3096 at \$6.31, 200 at \$6.32, and 1704 shares were sold at \$6.33 per share.

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- (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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