

Fishback Daniel R  
 Form 4  
 April 20, 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)  
 04/20/2010

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	(A) or (D)	Price
Common Stock	04/20/2010		M <sup>(1)</sup>		75,000	A	\$ 0.4
Common Stock	04/20/2010		S <sup>(1)</sup>		75,000	D	6.369
Common Stock							(2)
Common Stock					18	I	by Trust1 (3)
Common Stock					18	I	by Trust2 (4)
Common Stock					316,089	I	by Trust3 (5)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 0.4	04/20/2010		M <sup>(1)</sup>	75,000	<sup>(6)</sup> 06/03/2011	Common Stock	75,000

## 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  
Date: 04/20/2010

\_\_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 same-day sale of a stock option (that is due to expire on June 3, 2011) effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on October 22, 2009.  
Average sale price of \$6.369 consists of the following blocks: 200 shares were sold at \$6.29 per share, 1,754 at \$6.30, 1,913 at \$6.31, 5,792 at \$6.32, 7,810 at \$6.33, 202 at \$6.335, 6,762 at \$6.34, 11,982 at \$6.35, 1,888 at \$6.36, 2,097 at \$6.37, 200 at \$6.38, 5,100 at \$6.39, 2,000 at \$6.395, 13,700 at \$6.40, 2,500 at \$6.41, 1,100 at \$6.415, 9,415 at \$6.42, and 585 shares were sold at \$6.43 per share.
- (3) Shares held by the Annie Fishback Separate Share Irrevocable Trust
- (4) Shares held by the Megan Fishback Separate Share Irrevocable Trust

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- (5) Shares held by the Fishback Family Revocable Trust u/d/t March 5, 2001, Daniel R. Fishback and Lady Bess Fishback, Trustees
- (6) 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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