

Culhane Mark
Form 4
October 28, 2009

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
DemandTec, Inc. [DMAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE CIRCLE STAR WAY, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN CARLOS, CA 94070

(City) (State) (Zip)

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	10/26/2009		M ⁽¹⁾		5,000	A	\$ 1	84,419	D	
Common Stock	10/26/2009		S ⁽¹⁾		5,000	D	\$ 8.552	79,419	D	
Common Stock	10/26/2009		S ⁽³⁾		15,000	D	\$ 8.552	202,300	I	by Trust1 ⁽⁵⁾
Common Stock								9,000	I	by Trust2 ⁽⁶⁾
								9,000	I	

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Common Stock							by Trust3 <u>(7)</u>
Common Stock					9,000	I	by Trust4 <u>(8)</u>

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. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 1	10/26/2009		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 ONE CIRCLE STAR WAY SUITE 200 SAN CARLOS, CA 94070			EVP & Chief Financial Officer	

Signatures

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

10/27/2009

__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).

(1) Automatic option exercise and 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 \$8.552 consists of the following trades: 200 shares were sold at \$8.49 per share, 200 at \$8.50, 200 at \$8.51, 500 at

(2) \$8.52, 400 at \$8.53, 200 at \$8.54, 500 at \$8.55, 400 at \$8.555, 300 at \$8.56, 1400 at \$8.57, 100 at \$8.58, 200 at \$8.59, 300 at \$8.60, and 100 shares were sold at \$8.61 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 \$8.552 consists of the following trades: 300 shares were sold at \$8.49 per share, 600 at \$8.50, 828 at \$8.51, 1300 at

(4) \$8.52, 1200 at \$8.53, 100 at \$8.5375, 500 at \$8.54, 100 at \$8.545, 2172 at \$8.55, 1800 at \$8.555, 1400 at \$8.56, 2400 at \$8.57, 400 at \$8.58, 500 at \$8.59, 1000 at \$8.60, and 400 shares were sold at \$8.61 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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