

Culhane Mark
Form 4
July 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

(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)
07/27/2009

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)
Executive Vice President & CFO

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	07/27/2009		M ⁽¹⁾		5,000	A	\$ 1	84,419	D	
Common Stock	07/27/2009		S ⁽¹⁾		5,000	D	\$ 8.981	79,419	D	
Common Stock	07/27/2009		S ⁽³⁾		15,000	D	\$ 8.983	217,300	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	07/27/2009		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			Executive Vice President & CFO	

Signatures

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

07/28/2009

__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 \$8.9809 consists of the following trades: 29 shares were sold at \$8.85 per share, 100 at \$8.89, 3 at \$8.91, 201 at \$8.94, 100 at \$8.95, 267 at \$8.96, 200 at \$8.965, 200 at \$8.97, 100 at \$8.975, 1300 at \$8.98, 900 at \$8.99, 300 at \$8.9925, 100 at \$8.995, 1100 at \$9.00 and 100 shares were sold at \$9.01 per share.
- (2) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 29, 2008.
Average sale price of \$8.983 consists of the following trades: 100 shares were sold at \$8.9075 per share, 100 at \$8.91, 100 at \$8.925, 200 at \$8.94, 700 at \$8.95, 200 at \$8.9575, 700 at \$8.96, 300 at \$8.965, 1300 at \$8.97, 100 at \$8.9725, 100 at \$8.975, 3277 at \$8.98, 2123 at \$8.99, 2000 at \$8.9925, 200 at \$8.995, 2900 at \$9.00, 100 at \$9.005, 100 at \$9.01, 200 at \$9.02, and 200 shares were sold at \$9.03 per share.
- (3) Shares held by Culhane Family Revocable Trust dated 12/16/99
- (4) Shares held by Maxwell A. R. Culhane 1999 Irrevocable Trust
- (5) Shares held by Michael D. Culhane 1999 Irrevocable Trust
- (6) Shares held by Monica G. Culhane 1999 Irrevocable Trust
- (7) 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. 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.