

Culhane Mark
Form 4
July 16, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
07/15/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____X____ Other (specify below)
Executive Vice President & CFO / Executive
Vice President & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	07/15/2009		S <u>(1)</u>		14,218	D \$ 8.483 <u>(2)</u>	79,419	D	
Common Stock							232,300	I	by Trust1 <u>(3)</u>
Common Stock							9,000	I	by Trust2 <u>(4)</u>
Common Stock							9,000	I	by Trust3 <u>(5)</u>
							9,000	I	

Common
Stockby Trust4
(6)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 Executive Vice President & CFO

Signatures

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

07/16/2009

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

(2) Average sale price of \$8.4826 consists of the following blocks: 100 shares were sold at \$8.00 per share, 700 shares at \$8.19, 200 shares at \$8.27, 200 shares at \$8.28, 300 shares at \$8.29, 500 shares at \$8.36, 700 shares at \$8.38, 500 shares at \$8.39, 200 shares at \$8.40, 500 shares at \$8.41, 400 shares at \$8.42, 400 shares at \$8.44, 100 shares at \$8.45, 400 shares at \$8.47, 500 shares at \$8.48, 200 shares at

Edgar Filing: Culhane Mark - Form 4

\$8.49, 398 shares at \$8.50, 1,302 shares at \$8.51, 400 shares at \$8.52, 700 shares at \$8.53, 800 shares at \$8.54, 100 shares at \$8.55, 537 shares at \$8.57, 532 shares at \$8.58, 500 shares at \$8.59, 1,649 shares at \$8.60, 500 shares at \$8.61 and 900 shares were sold at \$8.62 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

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.