

Culhane Mark
Form 4
April 28, 2009

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 *
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)
04/27/2009

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

(Street)
SAN CARLOS, CA 94070

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

(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 | 04/27/2009 | | M ⁽¹⁾ | | 5,000 | A | \$ 1 70,200 | D | |
| Common Stock | 04/27/2009 | | S ⁽¹⁾ | | 5,000 | D | \$ 6.829 65,200 | D | |
| Common Stock | 04/27/2009 | | S ⁽³⁾ | | 15,000 | D | \$ 6.828 232,300 | I | by Trust1 ⁽⁴⁾ |
| Common Stock | | | | | | | 9,000 | I | by Trust2 ⁽⁵⁾ |
| Common Stock | | | | | | | 9,000 | I | by Trust3 ⁽⁶⁾ |

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Common Stock 9,000 I by Trust4 (7)

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 (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 | 04/27/2009 | | M ⁽¹⁾ | 5,000 | ⁽⁸⁾ 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

04/27/2009

**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 \$6.8288 consists of the following blocks: 200 shares were sold at \$6.75 per share, 400 shares were sold at \$6.77 per share, 200 shares were sold at \$6.78 per share, 600 shares were sold at 6.79 per share, 200 shares were sold at \$6.80 per share, 400 shares

(2) were sold at \$6.81 per share, 100 shares were sold at \$6.82 per share, 700 shares were sold at \$6.83 per share, 300 shares were sold at \$6.84 per share, 584 shares were sold at \$6.85 per share, 700 shares were sold at \$6.87 per share, 300 shares were sold at \$6.88 per share, 200 shares were sold at \$6.89 per share, 31 shares were sold at \$6.90 per share, and 85 shares were sold at \$6.96 per share.

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

(4) Shares held by Culhane Family Revocable Trust dated 12/16/99

(5) Shares held by Maxwell A. R. Culhane 1999 Irrevocable Trust

(6) Shares held by Michael D. Culhane 1999 Irrevocable Trust

(7) Shares held by Monica G. Culhane 1999 Irrevocable Trust

(8) 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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