

Culhane Mark
Form 4
July 16, 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)
07/15/2009

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

(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	07/15/2009		S ⁽¹⁾		14,218	D	8.483 <u>(2)</u>
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
Stock

by Trust4
(6)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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

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\$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.

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