Culhane Mark Form 4 November 22, 2010

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

2005 Estimated average burden hours per 0.5 response...

Expires:

Form 5 obligations may continue. See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Culhane Mark			2. Issuer Name <b>and</b> Ticker or Trading Symbol DemandTec, Inc. [DMAN]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
ONE FRANKLIN PARKWAY, BUILDING 910			11/22/2010	_X Officer (give title Other (specify below)  EVP & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SAN MATEO, CA 94403				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	onor Dispos (Instr. 3,	(A) or	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)
Common Stock	11/22/2010		Code V  M(1)	Amount 21,655	(D)	Price \$ 1	131,730	D	
Common Stock	11/22/2010		S <u>(1)</u>	21,655	D	\$ 11.044 <u>(2)</u>	110,075	D	
Common Stock	11/22/2010		S(3)	11,432	D	\$ 11.013 (4)	157,300	I	by Trust1
Common Stock							9,000	I	by Trust2
							9,000	I	

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Common Stock by Trust3

Common Stock 9,000 I by Trust4

(8)

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 1	11/22/2010		M(1)	21,655	<u>(9)</u>	03/20/2013	Common Stock	21,655

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· Providence	Director	10% Owner	Officer	Other			
Culhane Mark							
ONE FRANKLIN PARKWAY			EVP & CFO				
BUILDING 910			EVF&CFO				
SAN MATEO, CA 94403							

## **Signatures**

By: Michael McAdam, Attorney in Fact For: Mark

Culhane 11/22/2010

\*\*Signature of Reporting Person Date

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#### **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 stock option same-day sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 26, 2010.
  - The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$10.955 to \$11.10 per
- (2) share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 26, 2010.
  - The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$10.95 to \$11.09 per
- (4) share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (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. 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.