

DemandTec, Inc.  
Form 4  
July 16, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
07/15/2008

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)  
EVP & Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
|                                 |                                      |  |                                |   |   |  | \$                                |
| Common Stock                    | 07/15/2008                           |  | S <sup>(1)</sup>               |   | 9,375   | D  | 8.579<br><u>(2)</u>               |
| Common Stock                    |                                      |  |                                |   | 247,300   | I  | by Trust1<br><u>(3)</u>           |
| Common Stock                    |                                      |  |                                |   | 9,000   | I  | by Trust2<br><u>(4)</u>           |
| Common Stock                    |                                      |  |                                |   | 9,000   | I  | by Trust3<br><u>(5)</u>           |
| Common Stock                    |                                      |  |                                |   | 9,000   | I  | by Trust4<br><u>(6)</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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Culhane Mark<br>ONE CIRCLE STAR WAY<br>SUITE 200<br>SAN CARLOS, CA 94070 |               |           | EVP & Chief Financial Officer |       |

## Signatures

By: Michael J. McAdam, Attorney in Fact For: Mark Culhane 07/15/2008

\_\_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 31, 2007.  
Average sale price of \$8.579 consists of the following blocks: 1,100 shares were sold at \$8.49 per share, 1,100 shares were sold at \$8.50 per share, 200 shares were sold at \$8.51 per share, 1,000 shares were sold at \$8.52 per share, 100 shares were sold at \$8.55 per share, 700 shares were sold at \$8.57 per share, 2,575 shares were sold at \$8.60 per share, 800 shares were sold at \$8.61 per share, 100 shares were sold at \$8.65 per share, 1,500 shares were sold at \$8.68 per share, and 200 shares were sold at \$8.71 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

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(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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