

Culhane Mark
Form 4
January 15, 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)
01/15/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price \$ | | | |
| Common Stock | 01/15/2009 | | S ⁽¹⁾ | 9,375 D 7.17 | 65,200 | D | |
| Common Stock | | | | | 247,300 | I | by Trust1 ⁽³⁾ |
| Common Stock | | | | | 9,000 | I | by Trust2 ⁽⁴⁾ |
| Common Stock | | | | | 9,000 | I | by Trust3 ⁽⁵⁾ |
| Common Stock | | | | | 9,000 | I | by Trust4 ⁽⁶⁾ |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | |

Signatures

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

01/15/2009

__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 31, 2007.

Average sale price of \$7.17 consists of the following blocks: 1 share was sold at \$6.71, 200 shares were sold at \$6.72 per share, 199 shares at \$6.75, 300 shares at \$6.85, 400 shares at \$6.91, 200 shares at \$6.98, 1,002 shares at \$7.00, 900 shares at \$7.01, 298 shares at \$7.02, 300 shares at \$7.04, 400 shares at \$7.10, 200 shares at \$7.11, 400 shares at \$7.15, 500 shares at \$7.17, 3 shares at \$7.19, 197 shares at \$7.22, 200 shares at \$7.23, 275 shares at \$7.24, 200 shares at \$7.26, 400 shares at \$7.29, 600 shares at \$7.36, 200 shares at \$7.37, 200 shares at \$7.38, 12 shares at \$7.40, 588 shares at \$7.41, 100 shares at \$7.43, 100 shares at \$7.44, 44 shares at \$7.49, 156 shares at \$7.51, 100 shares at \$7.53, 300 shares at \$7.54, 100 shares at \$7.61, 200 shares at \$7.65, and 100 shares were sold at \$7.67.

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- (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.