

Fishback Daniel R
 Form 4
 January 25, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Fishback Daniel R

(Last) (First) (Middle)

1 FRANKLIN
 PARKWAY, BUILDING 910

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 DemandTec, Inc. [DMAN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/21/2010

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)
 Chief Executive 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 Indirect Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	01/21/2010		S ⁽¹⁾	26,600	D	7.275 (2)	85,400	D
Common Stock	01/22/2010		S ⁽¹⁾	25,400	D	6.847 (3)	60,000	D
Common Stock							18	I
								by Trust1 (4)
Common Stock							18	I
								by Trust2 (5)
							316,089	I

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\$7.32; 100 at \$7.36; 100 at \$7.39; 100 at \$7.44; 100 at \$7.46; 200 at \$7.47; 3100 at \$7.50; 100 at \$7.51; 200 at \$7.52; 200 at \$7.53; 300 at \$7.54; 2700 at \$7.55; 31 at \$7.56; 569 at \$7.57; 400 at \$7.58; 280 at \$7.59; 1920 at \$7.60 and 100 shares were sold at \$7.67 per share.

Average sale price of \$6.847 consists of the following blocks: 600 shares were sold at \$6.75 per share; 300 at \$6.755; 700 at \$6.77; 200 at \$6.775; 2200 at \$6.78; 300 at \$6.785; 2400 at \$6.79; 600 at \$6.795; 700 at \$6.80; 200 at \$6.805; 600 at \$6.81; 1200 at \$6.815; 3600 at \$6.82; 700 at \$6.83; 1200 at \$6.84; 200 at \$6.85; 256 at \$6.86; 444 at \$6.87; 700 at \$6.88; 1825 at \$6.89; 2875 at \$6.90; 1300 at \$6.91; 400 at \$6.92; 300 at \$6.94; 266 at \$7.00; 400 at \$7.01; 200 at \$7.02; 334 at \$7.05; 100 at \$7.06 and 300 shares were sold at \$7.07 per share.

(4) Shares held by the Annie Fishback Separate Share Irrevocable Trust

(5) Shares held by the Megan Fishback Separate Share Irrevocable Trust

(6) Shares held by the Fishback Family Revocable Trust u/d/t March 5, 2001, Daniel R. Fishback and Lady Bess Fishback, Trustees

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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