

Fishback Daniel R  
Form 4  
October 20, 2010

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fishback Daniel R

(Last) (First) (Middle)

ONE 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)  
10/20/2010

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)

President & CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 10/20/2010                              |                                                             | M <sup>(1)</sup>                     | 71,666                                                                  | A \$ 0.4                                                                                                           | 234,916                                                                 | D                                                                 |
| Common<br>Stock                       | 10/20/2010                              |                                                             | S <sup>(1)</sup>                     | 71,666                                                                  | D \$ 10.552                                                                                                        | 163,250                                                                 | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 18                                                                      | I by Trust1<br>(3)                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 18                                                                      | I by Trust2<br>(4)                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 316,089                                                                 | I by Trust3<br>(5)                                                |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 0.4                                                 | 10/20/2010                           |                                                    | M <sup>(1)</sup>               | 71,666                                                                                  | <sup>(6)</sup> 06/03/2011                                | Common Stock                                                | 71,666                        |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                    |       |
|----------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer            | Other |
| Fishback Daniel R<br>ONE FRANKLIN PARKWAY<br>BUILDING 910<br>SAN MATEO, CA 94403 | X             |           | President<br>& CEO |       |

## Signatures

By: Michael McAdam, Attorney in Fact For: Daniel Fishback 10/20/2010

\_\_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) Automatic same-day sale of a stock option (that is due to expire on June 3, 2011) effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on October 22, 2009.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$10.35 to \$10.75 per 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) Shares held by the Annie Fishback Separate Share Irrevocable Trust

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

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

(6) 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.

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