

Fishback Daniel R  
Form 4  
January 20, 2011

**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 \*  
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)  
01/18/2011

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 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 or Price		
Common Stock	01/18/2011		M <sup>(1)</sup>		94,200 A \$ 1	257,450	D
Common Stock	01/18/2011		S <sup>(1)</sup>		94,200 D \$ 13.303	163,250	D
Common Stock	01/19/2011		M <sup>(1)</sup>		65,800 A \$ 1	229,050	D
Common Stock	01/19/2011		S <sup>(1)</sup>		65,800 D \$ 13.18	163,250	D
Common Stock						18	I by Trust <sup>(1)</sup>



## 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 exercise and sale, of a stock option that will expire in May 2012, pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 20, 2010.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$13.02 to \$13.47 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.

The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$13.06 to \$13.47 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.

(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

(7) 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.