

Culhane Mark
Form 4
November 22, 2010

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

ONE FRANKLIN PARKWAY, BUILDING 910

(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 MATEO, CA 94403

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/22/2010		M ⁽¹⁾		21,655	A	\$ 1
							131,730
Common Stock	11/22/2010		S ⁽¹⁾		21,655	D	\$ 11.044
							110,075
Common Stock	11/22/2010		S ⁽³⁾		11,432	D	\$ 11.013
							157,300
Common Stock							9,000
							9,000

by Trust1
(5)
by Trust2
(6)

Common Stock			by Trust3 <u>(7)</u>
Common Stock	9,000	I	by Trust4 <u>(8)</u>

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.

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Incentive Stock Option (right to buy)	\$ 1	11/22/2010		M ⁽¹⁾	21,655	<u>(9)</u>	03/20/2013	Common Stock	21,655

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Culhane Mark ONE FRANKLIN PARKWAY BUILDING 910 SAN MATEO, CA 94403			EVP & CFO	

Signatures

By: Michael McAdam, Attorney in Fact For: Mark Culhane	11/22/2010
**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 stock option same-day sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 26, 2010.
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$10.955 to \$11.10 per
- (2) 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) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 26, 2010.
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$10.95 to \$11.09 per
- (4) 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.
- (5) Shares held by Culhane Family Revocable Trust dated 12/16/99
- (6) Shares held by Maxwell A. R. Culhane 1999 Irrevocable Trust
- (7) Shares held by Michael D. Culhane 1999 Irrevocable Trust
- (8) Shares held by Monica G. Culhane 1999 Irrevocable Trust
- (9) 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.