

Crouch John
Form 4
March 05, 2008

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 *
Crouch John

(Last) (First) (Middle)

ONE CIRCLE STAR WAY, SUITE 200

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2008

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)

SVP, Worldwide Sales

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 | (A) or (D) | Price |
| Common Stock | 03/04/2008 | | A ⁽¹⁾ | | 10,000 | A | \$ 0 |
| Common Stock | 03/05/2008 | | M | | 3,400 | A | \$ 1 |
| Common Stock | 03/05/2008 | | S ⁽²⁾ | | 3,400 | D | \$ 10.103 |
| | | | | | | | ⁽³⁾ |

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

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SEC 1474 (9-02)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 1 | 03/05/2008 | | M | 3,400 | ⁽⁴⁾ 12/11/2013 | Common Stock | 3,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Crouch John ONE CIRCLE STAR WAY SUITE 200 SAN CARLOS, CA 94070 | | | SVP, Worldwide Sales | |

Signatures

By: Michael J. McAdam, Attorney-in-Fact For: John C. Crouch 03/05/2008

__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) Exempt grant of restricted stock units under the issuer's 2007 Equity Incentive Plan; the units will vest in full on April 15, 2010 subject to the reporting person's continued service. The units are subject to certain acceleration provisions in the event of a change in control.
- (2) Sales effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2007.
Sales price reflected here is an average of sales prices ranging from \$9.95 to \$10.46 per share, consisting of the following: 487 shares at \$9.95, 600 shares at \$9.98, 300 shares at \$10.00, 213 shares at \$10.05, 100 shares at \$10.10, 200 shares at \$10.11, 300 shares at \$10.12, 200 shares at \$10.13, 100 shares at \$10.15, 200 shares at \$10.16, 100 shares at \$10.17, 100 shares at \$10.21, 100 shares at \$10.23, 100 shares at \$10.38, 100 shares at \$10.45 and 200 shares at \$10.46.
- (4) Immediately exercisable for all option shares. The right of repurchase lapses and the option shares become vested with respect to 1/8th of the option shares six months after November 17, 2003 and the remaining shares monthly thereafter over the remaining 42 months.

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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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