

Culhane Mark  
Form 4  
January 15, 2009

**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)  
ONE CIRCLE STAR WAY, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
01/15/2009

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President & CFO

(Street)  
SAN CARLOS, CA 94070

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
							\$
Common Stock	01/15/2009		S <sup>(1)</sup>		9,375	D	7.17 <u>(2)</u>
Common Stock					247,300	I	by Trust1 <u>(3)</u>
Common Stock					9,000	I	by Trust2 <u>(4)</u>
Common Stock					9,000	I	by Trust3 <u>(5)</u>
Common Stock					9,000	I	by Trust4 <u>(6)</u>

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Culhane Mark ONE CIRCLE STAR WAY SUITE 200 SAN CARLOS, CA 94070			Executive Vice President & CFO	

## Signatures

By: Michael J. McAdam, Attorney in Fact For: Mark A. Culhane

01/15/2009

\_\_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) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2007.

Average sale price of \$7.17 consists of the following blocks: 1 share was sold at \$6.71, 200 shares were sold at \$6.72 per share, 199 shares at \$6.75, 300 shares at \$6.85, 400 shares at \$6.91, 200 shares at \$6.98, 1,002 shares at \$7.00, 900 shares at \$7.01, 298 shares at \$7.02, 300 shares at \$7.04, 400 shares at \$7.10, 200 shares at \$7.11, 400 shares at \$7.15, 500 shares at \$7.17, 3 shares at \$7.19, 197 shares at \$7.22, 200 shares at \$7.23, 275 shares at \$7.24, 200 shares at \$7.26, 400 shares at \$7.29, 600 shares at \$7.36, 200 shares at \$7.37, 200 shares at \$7.38, 12 shares at \$7.40, 588 shares at \$7.41, 100 shares at \$7.43, 100 shares at \$7.44, 44 shares at \$7.49, 156 shares at \$7.51, 100 shares at \$7.53, 300 shares at \$7.54, 100 shares at \$7.61, 200 shares at \$7.65, and 100 shares were sold at \$7.67.

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- (3) Shares held by Culhane Family Revocable Trust dated 12/16/99
- (4) Shares held by Maxwell A. R. Culhane 1999 Irrevocable Trust
- (5) Shares held by Michael D. Culhane 1999 Irrevocable Trust
- (6) Shares held by Monica G. Culhane 1999 Irrevocable Trust

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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