

DemandTec, Inc.
Form 4
August 14, 2008

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 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)
08/12/2008

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)
President & Chief Exec Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/12/2008 | | M ⁽¹⁾ | | 21,758 | A | \$ 0.4 |
| Common Stock | 08/12/2008 | | S ⁽¹⁾ | | 21,758 | D | \$ 11 |
| Common Stock | 08/13/2008 | | M ⁽¹⁾ | | 59,636 | A | \$ 0.4 |
| Common Stock | 08/13/2008 | | S ⁽¹⁾ | | 59,636 | D | \$ 11.004 |
| Common Stock | | | | | | | (2) |
| Common Stock | | | | | 18,291 | I | |

by
GRAT1

| | | | |
|--------------|---------|---|---------------------------|
| Common Stock | 18,291 | I | (3) by GRAT2 (4) |
| Common Stock | 32,732 | I | by Trust1 (5) |
| Common Stock | 32,732 | I | by Trust2 (6) |
| Common Stock | 296,079 | I | by Trust3 (7) |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 0.4 | 08/12/2008 | | M ⁽¹⁾ | 21,758 | (8) 06/03/2011 | Common Stock | 21,758 |
| Non-Qualified Stock Option (right to buy) | \$ 0.4 | 08/13/2008 | | M ⁽¹⁾ | 59,636 | (8) 06/03/2011 | Common Stock | 59,636 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fishback Daniel R ONE CIRCLE STAR WAY SUITE 200 SAN CARLOS, CA 94070 | X | | President & Chief Exec Officer | |

Signatures

By: Michael McAdam, Attorney in Fact For: Daniel
Fishback

08/14/2008

__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) Automatic option exercise and same-day sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2007.
Average sale price of \$11.004 consists of the following trades: 48,386 shares were sold at \$11.00 per share; 3,814 shares were sold at \$11.01 per share; 300 shares were sold at \$11.015 per share; 1,451 shares were sold at \$11.02 per share; and 5,685 shares were sold at \$11.03 per share.
- (3) Shares held by the Daniel Fishback Grantor Retained Annuity Trust, Daniel Fishback, Trustee
- (4) Shares held by the Lady Bess Fishback Grantor Retained Annuity Trust, Lady Bess Fishback, Trustee
- (5) Shares held by the Annie Fishback Separate Share Irrevocable Trust
- (6) Shares held by the Megan Fishback Separate Share Irrevocable Trust
- (7) Shares held by the Fishback Family Revocable Trust u/d/t March 5, 2001, Daniel R. Fishback and Lady Bess Fishback, Trustees
- (8) Option shares are currently 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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