Fishback Daniel R Form 4 May 07, 2009

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number: Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Fishback Daniel R			2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer				
				DemandTec, Inc. [DMAN]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction										
ONE CIRCLE STAR WAY, SUITE 200			(Month/Day/Year) 05/05/2009						X Director 10% Owner X Officer (give title Other (specify below) President & CEO				
	(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person				
SAN CARLOS, CA 94070									Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Noi	n-D	erivative Se	curiti	es Acqı	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	med on Date, if Day/Year)	3. Transa Code (Instr. 3		4. Securitie n(A) or Disp (Instr. 3, 4	osed cand 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	05/05/2009			A(1)		104,000	A	\$0	164,000	D			
Common Stock									45,018	I	by Trust1		
Common Stock									45,018	I	by Trust2		

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

by Trust3

323,089

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Fishback Daniel R
ONE CIRCLE STAR WAY
SUITE 200

X President & CEO

SAN CARLOS, CA 94070

#### **Signatures**

By: Michael McAdam, Attorney in Fact For: Daniel R. Fishback 05/06/2009

\*\*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).
- Exempt grant of performance-based and time-based restricted stock units under the issuer's 2007 Equity Incentive Plan. The performance objectives have been attained and the units will vest on July 15, 2009 (50%) and January 15, 2010 (50%) subject to the reporting person's continued service.
- (2) Shares held by the Annie Fishback Separate Share Irrevocable Trust
- (3) Shares held by the Megan Fishback Separate Share Irrevocable Trust
- (4) Shares held by the Fishback Family Revocable Trust u/d/t March 5, 2001, Daniel R. Fishback and Lady Bess Fishback, Trustees Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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