

Fishback Daniel R  
 Form 4  
 December 22, 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

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)  
 12/18/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

(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)
Common Stock	12/18/2008		M	V Amount (A) or (D) Price	\$ 1 311,079	I	by Trust3 (1)
Common Stock					60,000	D	
Common Stock					18,291	I	by GRAT1 (2)
Common Stock					18,291	I	by GRAT2 (3)
Common Stock					32,732	I	by Trust1 (4)

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Common Stock 32,732 I by Trust2 (5)

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

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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
Incentive Stock Option (right to buy)	\$ 1	12/18/2008		M	15,000	(6) 03/18/2014	Common Stock	15,000

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 & CEO	

Signatures

By: Michael J. McAdam, Attorney in Fact For: Daniel R. Fishback 12/22/2008

\*\*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) Shares held by the Fishback Family Revocable Trust u/d/t March 5, 2001, Daniel R. Fishback and Lady Bess Fishback, Trustees

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- (2) Shares held by the Daniel Fishback Grantor Retained Annuity Trust, Daniel Fishback, Trustee
- (3) Shares held by the Lady Bess Fishback Grantor Retained Annuity Trust, Lady Bess Fishback, Trustee
- (4) Shares held by the Annie Fishback Separate Share Irrevocable Trust
- (5) Shares held by the Megan Fishback Separate Share Irrevocable Trust
- (6) Immediately exercisable for all option shares. The option became fully vested on March 1, 2008.

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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