

Fishback Daniel R
Form 4
February 16, 2012

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 *
Fishback Daniel R

(Last) (First) (Middle)

ONE FRANKLIN
PARKWAY, BUILDING 910

(Street)

SAN MATEO, CA 94403

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2012

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 & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/14/2012 | | D | Code V Amount (1) 117,500 | (D) Price (1) \$ 0 | D | |
| Common Stock | 02/14/2012 | | D | 54,450 | (2) \$ 13.2 | D | |
| Common Stock | 02/14/2012 | | D | (3) 62,500 | (3) \$ 0 | D | |
| Common Stock | 02/14/2012 | | D | 50,018 | (4) \$ 13.2 | I | by Trust 1 (5) |
| | 02/14/2012 | | D | 50,018 | D 0 | I | |

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| | | | | | | | | | | |
|--------------|------------|--|---|---------|------|------|---|---|--|-----------|
| Common Stock | | | | | \$ | | | | | by Trust2 |
| | | | | | 13.2 | | | | | (6) |
| | | | | | (4) | | | | | |
| Common Stock | 02/14/2012 | | D | 135,489 | D | \$ | 0 | I | | by Trust3 |
| | | | | | | 13.2 | | | | (7) |
| | | | | | | (4) | | | | |

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

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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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Incentive Stock Option (right to buy) | \$ 1 | 02/14/2012 | | D | 35,000 | (8) 03/18/2014 | Common Stock | 35 | |
| Incentive Stock Option (right to buy) | \$ 1.3 | 02/14/2012 | | D | 76,923 | (8) 07/22/2014 | Common Stock | 76 | |
| Incentive Stock Option (right to buy) | \$ 1.3 | 02/14/2012 | | D | 76,923 | (8) 09/09/2014 | Common Stock | 76 | |
| Incentive Stock Option (right to buy) | \$ 1.3 | 02/14/2012 | | D | 76,923 | (8) 02/10/2015 | Common Stock | 76 | |
| Incentive Stock Option (right to buy) | \$ 3.8 | 02/14/2012 | | D | 105,262 | (8) 12/19/2016 | Common Stock | 10 | |
| Non-Qualified Stock Option (right to buy) | \$ 1 | 02/14/2012 | | D | 10,000 | (8) 03/18/2014 | Common Stock | 10 | |
| Non-Qualified Stock Option (right to buy) | \$ 1.3 | 02/14/2012 | | D | 33,077 | (8) 07/22/2014 | Common Stock | 33 | |

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withholding taxes, on the effective date of the merger.

(10) Represents vested stock options that were disposed of pursuant to the merger agreement in exchange for a cash payment of \$915,383.70, representing the difference between the merger consideration of \$13.20 per share and the exercise price of the option, less applicable withholding taxes, on the effective date of the merger.

(11) Represents vested stock options that were disposed of pursuant to the merger agreement in exchange for a cash payment of \$989,462.80, representing the difference between the merger consideration of \$13.20 per share and the exercise price of the option, less applicable withholding taxes, on the effective date of the merger.

(12) Represents vested stock options that were disposed of pursuant to the merger agreement in exchange for a cash payment of \$122,000.00, representing the difference between the merger consideration of \$13.20 per share and the exercise price of the option, less applicable withholding taxes, on the effective date of the merger.

(13) Represents vested stock options that were disposed of pursuant to the merger agreement in exchange for a cash payment of \$393,616.30, representing the difference between the merger consideration of \$13.20 per share and the exercise price of the option, less applicable withholding taxes, on the effective date of the merger.

(14) Represents vested stock options that were disposed of pursuant to the merger agreement in exchange for a cash payment of \$1,524,116.30, representing the difference between the merger consideration of \$13.20 per share and the exercise price of the option, less applicable withholding taxes, on the effective date of the merger.

(15) Represents vested stock options that were disposed of pursuant to the merger agreement in exchange for a cash payment of \$2,942,500.00, representing the difference between the merger consideration of \$13.20 per share and the exercise price of the option, less applicable withholding taxes, on the effective date of the merger.

(16) Represents vested stock options that were disposed of pursuant to the merger agreement in exchange for a cash payment of \$2,065,537.20, representing the difference between the merger consideration of \$13.20 per share and the exercise price of the option, less applicable withholding taxes, on the effective date of the merger.

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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