

Bromme Michael  
 Form 4  
 February 16, 2011

**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 \*  
 Bromme Michael

(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)  
 02/14/2011

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)

Sr. VP of Worldwide Sales

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	02/14/2011		M <sup>(1)</sup>		5,000	A \$ 2.7	57,125 D
Common Stock	02/14/2011		S <sup>(1)</sup>		5,000	D \$ 14.04 <sup>(2)</sup>	52,125 D
Common Stock	02/14/2011		M <sup>(1)</sup>		9,941	A \$ 8.8	62,066 D
Common Stock	02/14/2011		S <sup>(1)</sup>		9,941	D \$ 14.04 <sup>(2)</sup>	52,125 D
Common Stock	02/15/2011		M <sup>(1)</sup>		400	A \$ 8.8	52,525 D

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Common Stock	02/15/2011	<u>S</u> <sup>(1)</sup>	400	D	\$ 14.015 <u>(3)</u>	52,125	D
Common Stock	02/16/2011	<u>M</u> <sup>(1)</sup>	4,800	A	\$ 8.8	56,925	D
Common Stock	02/16/2011	<u>S</u> <sup>(1)</sup>	4,800	D	\$ 14.001 <u>(4)</u>	52,125	D

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)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.7	02/14/2011		<u>M</u> <sup>(1)</sup>	5,000	<u>(5)</u> 03/23/2016	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 8.8	02/14/2011		<u>M</u> <sup>(1)</sup>	9,941	<u>(6)</u> 06/02/2015	Common Stock	9,941
Non-Qualified Stock Option (right to buy)	\$ 8.8	02/15/2011		<u>M</u> <sup>(1)</sup>	400	<u>(6)</u> 06/02/2015	Common Stock	400
Non-Qualified Stock Option (right to buy)	\$ 8.8	02/16/2011		<u>M</u> <sup>(1)</sup>	4,800	<u>(6)</u> 06/02/2015	Common Stock	4,800

## Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

Bromme Michael  
ONE FRANKLIN PARKWAY  
BUILDING 910  
SAN MATEO, CA 94403

Sr. VP of Worldwide Sales

## Signatures

Michael Alan  
Bromme

02/16/2011

\_\_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 stock option same-day sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 30, 2010.  
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$14.00 to \$14.08 per
- (2) share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.  
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$14.00 to \$14.04 per
- (3) share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.  
The sale price reported in column 4 of Table 1 represents the average sale price of the shares sold ranging from \$14.00 to \$14.03 per
- (4) share. The reporting person will provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) The stock option is fully vested and exercisable.
- (6) The stock option vests and becomes exercisable with respect to 2.0833% of the option each month until June 3, 2012, subject to the reporting person's continued service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.