

Bromme Michael
Form 4
February 16, 2011

FORM 4

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

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

OMB APPROVAL

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(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
__X__ Officer (give title below) ____ Other (specify
below)

Sr. VP of Worldwide Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/14/2011		M ⁽¹⁾	5,000 A \$ 2.7	57,125	D	
Common Stock	02/14/2011		S ⁽¹⁾	5,000 D \$ 14.04 ⁽²⁾	52,125	D	
Common Stock	02/14/2011		M ⁽¹⁾	9,941 A \$ 8.8	62,066	D	
Common Stock	02/14/2011		S ⁽¹⁾	9,941 D \$ 14.04 ⁽²⁾	52,125	D	
Common Stock	02/15/2011		M ⁽¹⁾	400 A \$ 8.8	52,525	D	

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Common Stock	02/15/2011	<u>S</u> (1)	400	D	\$ 14.015 (3)	52,125	D
Common Stock	02/16/2011	<u>M</u> (1)	4,800	A	\$ 8.8	56,925	D
Common Stock	02/16/2011	<u>S</u> (1)	4,800	D	\$ 14.001 (4)	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.7	02/14/2011		M ⁽¹⁾	5,000	⁽⁵⁾	03/23/2016	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 8.8	02/14/2011		M ⁽¹⁾	9,941	⁽⁶⁾	06/02/2015	Common Stock	9,941
Non-Qualified Stock Option (right to buy)	\$ 8.8	02/15/2011		M ⁽¹⁾	400	⁽⁶⁾	06/02/2015	Common Stock	400
Non-Qualified Stock Option (right to buy)	\$ 8.8	02/16/2011		M ⁽¹⁾	4,800	⁽⁶⁾	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.