Edgar Filing: DemandTec, Inc. - Form 4

DemandTec, Inc	с.									
Form 4 September 03, 2	008									
FORM 4	1								PPROVAL	
	UNITED	STATES	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287	
Check this be if no longer subject to Section 16. Form 4 or Form 5	STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5	
Form 5 obligations may continue. See Instruction 1(b). 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 Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> LUND VICTOR L			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) ONE CIRCLE STAR WAY, SUITE 200			3. Date of Earliest Transaction (Month/Day/Year) 09/02/2008			_X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN CARLOS	, CA 94070						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
(Instr. 3) any		Execution	Date, if TransactionAcquired (A) or Code Disposed of (D)		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)			
				Code V		(D) Price				
Reminder: Report of	on a separate line	e for each cla	ass of sec	urities bene	Perso inform requir	ns who res nation cont ed to respo	or indirectly. pond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	7 (A) (I	D) Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 10.35	09/02/2008		А	30,000	<u>(1)</u>	09/01/2015	Common Stock	30,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LUND VICTOR L ONE CIRCLE STAR WAY SUITE 200 SAN CARLOS, CA 94070	Х						
Signatures							
			-				

By: Michael McAdam, Attorney in Fact For: Victor L. Lund

**Signature of Reporting Person

09/02/2008 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) The option vests in full on the date of the issuer's 2009 annual stockholders' meeting, 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.