

Bromme Michael
 Form 3
 December 15, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Bromme Michael | | (Month/Day/Year) | DemandTec, Inc. [DMAN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/09/2009 | | |
| 1 FRANKLIN PARKWAY,Â BUILDING 910 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| SAN MATEO,Â CAÂ 94403 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Sr. VP, Worldwide Sales | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 10,688 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|------------------|-----------------|-----------------------------|----------------------------|
| Incentive Stock Option (right to buy) | Â (2) | 09/09/2014 | Common Stock 22,500 \$ 1.3 | D Â |
| Incentive Stock Option (right to buy) | Â (2) | 11/17/2015 | Common Stock 5,000 \$ 1.9 | D Â |
| Incentive Stock Option (right to buy) | Â (3) | 03/23/2016 | Common Stock 50,000 \$ 2.7 | D Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 10/06/2015 | Common Stock 75,000 \$ 8.74 | D Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 06/02/2015 | Common Stock 50,000 \$ 8.8 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bromme Michael 1 FRANKLIN PARKWAY BUILDING 910 SAN MATEO, CA 94403 | Â | Â | Â Sr. VP, Worldwide Sales | Â |

Signatures

By: Michael McAdam, Attorney in Fact For: Michael Bromme

12/11/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Exempt grants of restricted stock units under the issuer's 2007 Equity Incentive Plan; 5,688 units will vest on January 15, 2010 and 5,000 units will vest on April 15, 2010, subject to the reporting person's continued service.
- (2) The stock option is fully vested and exercisable.
- (3) The stock option vests and becomes exercisable with respect to 2.0833% of the option each month until March 1, 2010, subject to the reporting person's continued service.
- (4) The stock option vests and becomes exercisable with respect to 2.0833% of the option each month until October 1, 2012, subject to the reporting person's continued service.
- (5) 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.