

TERADATA CORP /DE/
Form 4
November 12, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Harrington Daniel L

(Last) (First) (Middle)
17095 VIA DEL CAMPO
(Street)

SAN DIEGO, CA 92127

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TERADATA CORP /DE/ [TDC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2014

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)
EVP, Global Consltg & Spt Svcs

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	(A) or (D)	Price
Common Stock	11/10/2014		S		16,169	D	\$ 43.016 (1)
Common Stock	11/10/2014		M		33,981	A	\$ 13.77
Common Stock	11/10/2014		S		33,981	D	\$ 43
Common Stock	11/10/2014		M		20,982	A	\$ 30.68
Common Stock	11/10/2014		S		20,982	D	\$ 43

Common Stock 11/10/2014 I 570 ⁽²⁾ D \$ 42.79 35,483 ⁽⁵⁾ I By 401(k) Plan

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 13.77	11/10/2014		M	33,981	⁽³⁾ 12/01/2018	Common Stock	33,981
Employee Stock Option	\$ 30.68	11/10/2014		M	20,982	⁽⁴⁾ 11/30/2019	Common Stock	20,982

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrington Daniel L 17095 VIA DEL CAMPO SAN DIEGO, CA 92127			EVP, Global Consltg & Spt Svcs	

Signatures

Margaret A. Treese, Attorney-in-fact for Daniel L. Harrington 11/11/2014

^{__}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)

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The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.02. The reporting person has provided to the issuer and will provide any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- (2) Represents the number of Teradata shares attributable to units in the unitized Teradata stock fund of the Teradata 401(k) Savings Plan disposed of pursuant to a discretionary transfer out of the unitized stock fund.
- (3) This option vests in four equal annual installments beginning on December 2, 2009.
- (4) This option vests in four equal annual installments beginning on December 1, 2010.
- (5) Represents the number of Teradata shares attributable to units in the unitized Teradata stock fund of the Teradata 401(k) Savings Plan as of November 10, 2014.

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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