

Davis Sandra  
Form 4  
October 03, 2007

**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 \*  
Davis Sandra

(Last) (First) (Middle)  
1700 S. PATTERSON BOULEVARD  
(Street)

DAYTON, OH 45479

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/01/2007

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)  
VP, Human Resources

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	10/01/2007		A		4,950	A	\$ 0 (1)
Common Stock					558	(3)	I
							By spouse

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

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(9-02)

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**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
Employee Stock Option	\$ 27.98	10/01/2007		A	15,226	(4) 10/01/2017	Common Stock 15,226
Employee Stock Option	\$ 12.21	10/01/2007		A	15,584	(6) 03/01/2014	Common Stock 15,584
Employee Stock Option	\$ 21.01	10/01/2007		A	6,216	(12) 03/01/2015	Common Stock 6,216
Employee Stock Option	\$ 20.84	10/01/2007		A	4,424	(13) 02/13/2016	Common Stock 4,424
Employee Stock Option	\$ 24.87	10/01/2007		A	3,432	(10) 03/01/2017	Common Stock 3,432

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Sandra 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479			VP, Human Resources	

## Signatures

/s/ Margaret A. Treese, Attorney-in-fact for Sandra Davis  
10/03/2007  
 \*\*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).

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- (1) These shares of time-based restricted stock were granted by the issuer in substitution of 2,668 shares of time-based restricted stock of NCR Corporation ("NCR") in connection with the spin-off of the issuer by NCR (the "Spin-Off") pursuant to which, on September 30, 2007, NCR distributed one share of the issuer's common stock for every one share of NCR common stock held as of the close of business on September 14, 2007.
- (2) Includes shares of common stock acquired as a result of the distribution of issuer common stock in connection with the Spin-Off.
- (3) These shares of common stock were acquired as a result of the distribution of issuer common stock in connection with the Spin-Off.
- (4) This option vests in four equal annual installments beginning on October 1, 2008.
- (5) Stock option granted in connection with the Spin-Off.
- (6) This option is fully exercisable.
- (7) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 8,400 shares of common stock of NCR Corporation at an exercise price of \$22.65.
- (8) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 3,351 shares of common stock of NCR Corporation at an exercise price of \$38.97.
- (9) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 2,385 shares of common stock of NCR Corporation at an exercise price of \$38.645.
- (10) This option vests in four equal annual installments beginning on March 1, 2008.
- (11) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 1,850 shares of common stock of NCR Corporation at an exercise price of \$46.13.
- (12) This option vests in four equal annual installments beginning on March 1, 2006.
- (13) This option vests in four equal annual installments beginning on February 13, 2007.

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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