

McDonald Darryl
Form 4
May 08, 2012

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 *
McDonald Darryl

(Last) (First) (Middle)

11695 JOHNS CREEK PKWY

(Street)

JOHNS CREEK, GA 30097

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2012

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, Applicatns, Bus Dev & CMO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/04/2012		M		11,498	A	\$ 21.01
							103,426.112
Common Stock	05/04/2012		S		11,498	D	\$ 75.055
							91,928.112
							<u>(1)</u>
Common Stock	05/04/2012		M		12,292	A	\$ 20.84
							104,220.112
Common Stock	05/04/2012		S		12,292	D	\$ 74.907
							91,928.112
							<u>(2)</u>
	05/04/2012		M		18,552	A	\$ 22.31
							110,480.112

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Common
Stock

Common Stock	05/04/2012	S	18,552	D	\$ 74,502 <u>(3)</u>	91,928.112	D
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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 21.01	05/04/2012		M	11,498	<u>(4)</u> 03/01/2015	Common Stock	11,498	
Employee Stock Options	\$ 20.84	05/04/2012		M	12,292	<u>(4)</u> 02/13/2016	Common Stock	12,292	
Employee Stock Options	\$ 22.31	05/04/2012		M	18,552	<u>(4)</u> 10/31/2016	Common Stock	18,552	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald Darryl 11695 JOHNS CREEK PKWY JOHNS CREEK, GA 30097			EVP, Applicatns, Bus Dev & CMO	

Signatures

Margaret A. Treese, Attorney-in-fact for Darryl
McDonald

05/08/2012

__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).

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.98 to

(1) \$75.24. 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 ranges set forth in footnotes (1), (2) and (3) to this Form 4.

(2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.80 to \$75.21.

(3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.25 to \$74.86.

(4) This option is fully exercisable.

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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