

TERADATA CORP /DE/
Form 4
September 16, 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 *
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)
09/12/2014

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, Applications

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 or Price | | |
| Common Stock | 09/12/2014 | | S | | \$ 12,500 | D | |
| Common Stock | 09/12/2014 | | M | | \$ 13.77 67,961 | D | |
| Common Stock | 09/12/2014 | | S | | \$ 44.831 67,961 | D | |
| Common Stock | 09/15/2014 | | M | | \$ 24.87 2,452 | D | |
| Common Stock | 09/15/2014 | | M | | \$ 27.98 5,710 | D | |

Common Stock 09/15/2014 S 8,162 D \$ 45 83,307 D

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options | \$ 13.77 | 09/12/2014 | | M | 67,961 | ⁽²⁾ 12/01/2018 | Common Stock | 67,961 | |
| Employee Stock Options | \$ 24.87 | 09/15/2014 | | M | 2,452 | ⁽³⁾ 02/28/2017 | Common Stock | 2,452 | |
| Employee Stock Options | \$ 27.98 | 09/15/2014 | | M | 5,710 | ⁽⁴⁾ 09/30/2017 | Common Stock | 5,710 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McDonald Darryl 11695 JOHNS CREEK PKWY JOHNS CREEK, GA 30097 | | | EVP, Applications | |

Signatures

Margaret A. Treese, Attorney-in-fact for Darryl McDonald 09/16/2014

__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).

The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.75 to

- (1) \$44.96. 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) This option vests in four equal annual installments beginning on December 2, 2009.
- (3) This option vests in four equal annual installments beginning on March 1, 2008.
- (4) This option vests in four equal annual installments beginning on October 1, 2008.

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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