

# **TERADATA CORP /DE/**

Reported by  
**STAVROPOULOS WILLIAM S**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/03/13 for the Period Ending 12/13/12

|             |  |
|-------------|--|
| Address     | 10000 INNOVATION DRIVE<br>DAYTON, OH 45342 |
| Telephone   | 937-242-4800                               |
| CIK         | 0000816761                                 |
| Symbol      | TDC  |
| SIC Code    | 3571 - Electronic Computers                |
| Industry    | Computer Services                          |
| Sector      | Technology                                 |
| Fiscal Year | 12/31                                      |

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person *<br><b>STAVROPOULOS WILLIAM S</b><br>(Last) (First) (Middle)<br><b>10000 INNOVATION DRIVE</b><br>(Street)<br><b>DAYTON, OH 45342</b><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>TERADATA CORP /DE/ [ TDC ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> Other (specify below)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>12/13/2012</b>   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)   |  |   |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|--|---|
| Common Stock                    | 12/13/2012     |                                   | G (1) V                   | 12000 D \$0   | 27758   | D  |   |
| Common Stock                    | 12/31/2012     |                                   | A                         | 243 A \$61.89 (2)   | 28001   | D  |   |
| Common Stock                    |                |                                   |                           |   | 2000  | I  | By Spouse   |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|--|---|---|--|---|--|--|
|  |  |                |                                   | Code V                    | (A) (D)  | Date Exercisable Expiration Date        | Title Amount or Number of Shares  |  |   |  |  |

### Explanation of Responses:

- ( 1 ) Shares of Teradata Corporation common stock that the reporting person gifted to a charitable foundation.  
( 2 ) Stock acquired under the Teradata Corporation Director Compensation Program in lieu of cash retainer fee.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| STAVROPOULOS WILLIAM S<br><br>10000 INNOVATION DRIVE<br>DAYTON, OH 45342 | X             |           |         |       |

### Signatures

Laura K. Nyquist, Attorney-in-fact for William S. Stavropoulos

1/3/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.