

# **TERADATA CORP /DE/**

Reported by  
**MCDONALD DARRYL**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/14/11 for the Period Ending 11/09/11

Address	10000 INNOVATION DRIVE 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

OMB APPROVAL  
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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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>McDonald Darryl</b>	<b>TERADATA CORP /DE/ [ TDC ]</b>	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
<b>11695 JOHNS CREEK PKWY</b>	<b>11/9/2011</b>	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	<b>EVP, Applicatns, Bus Dev &amp; CMO</b>
<b>JOHNS CREEK, GA 30097</b>		6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
		<input type="checkbox"/> 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. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/9/2011		M		9276	A	\$5.22	87363.112	D	
Common Stock	11/9/2011		S		9276	D	\$56.959 (1)	78087.112	D	
Common Stock	11/9/2011		M		13914	A	\$7.37	92001.112	D	
Common Stock	11/9/2011		S		13914	D	\$56.41 (2)	78087.112	D	
Common Stock	11/9/2011		M		18552	A	\$5.41	96639.112	D	
Common Stock	11/9/2011		S		18552	D	\$56.026 (3)	78087.112	D	
Common Stock	11/9/2011		M		16827	A	\$12.21	94914.112	D	
Common Stock	11/9/2011		S		16827	D	\$55.991 (4)	78087.112	D	
Common Stock	11/9/2011		M		5435	A	\$11.09	83522.112	D	
Common Stock	11/9/2011		S		5435	D	\$56.001 (5)	78087.112	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options	\$5.22	11/9/2011		M		9276	(6)	2/3/2013	Common Stock	9276	\$ 0	0	D	
Employee Stock Options	\$7.37	11/9/2011		M		13914	(6)	8/4/2013	Common Stock	13914	\$ 0	0	D	

**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 Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options	\$5.41	11/9/2011		M		18552	(6)	4/11/2013	Common Stock	18552	\$ 0	0	D	
Employee Stock Options	\$12.21	11/9/2011		M		16827	(6)	3/1/2014	Common Stock	16827	\$ 0	0	D	
Employee Stock Options	\$11.09	11/9/2011		M		5435	(6)	3/23/2014	Common Stock	5435	\$ 0	0	D	

**Explanation of Responses:**

- (1) The price in Column 4 is a weighted average price. The prices actually received ranged from \$56.45 to \$57.39. 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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$56.23 to \$56.66. 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.
- (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$55.98 to \$56.30. 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.
- (4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$55.98 to \$56.01. 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.
- (5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$55.98 to \$56.15. 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.
- (6) This option is fully exercisable.

**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****11/11/2011**

\*\* Signature of Reporting Person

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.

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