

TERADATA CORP /DE/

Reported by MCDONALD DARRYL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/04/13 for the Period Ending 12/02/13

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





[] 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 OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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 *				2. Issuer Name and Ticker or Trading Symbol									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
rryl			T	ER	RADAT	Ά	COI	RP	P/DE/	' ['	TDC]						
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)								Director 10% Owner			wner	
				12/2/2012								below)	/				r (specify
11695 JOHNS CREEK PKWY																	
(Street)				4. If Amendment, Date Original Filed (MM/DD/YYYY)									6. Individual or Joint/Group Filing (Check Applicable Line)				
EK, GA	30097											W F	c	1 11 0	n : n		
(State)	(Zip))									1						
	Table l	- Non-I	Deriv	ativ	e Securi	ities	s Acq	uiı	red, Di	spo	sed of, o	or Benefic	ially	y Owned			
			2. Tra Date	ns.	2A. Deemed Execution Date, if	Code			Disposed of (I		or Following F (Instr. 3 and		ving Reported Transaction(s)			Ownership Form: Direct (D)	Beneficial Ownership
					any		Code	v	Amount	(A) or (D)	Price					or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock				2013			F		5693 (1)	D	\$45.81	93091			D		
Common Stock 1				/2/2013			F		3259 (2)	D	\$45.81	89832			D		
Common Stock 1				2/3/2013			A		6716	D	\$0 (3)	96548			D		
e II - Dei	rivative	Securitio	es Be	nefi	icially O	wne	ed (<i>e</i>	.g.	, puts	, ca	lls, warı	ants, opti	ons,	, convert	ible secur	ities)	
2. Conversion or Exercise Price of Derivative Security		Deemed	Code	. I	Derivative Securities Acquired (A Disposed of Instr. 3, 4 and) or (D)	and Expiration Date or D) Securities U Derivative S (Instr. 3 and					Underlying e Security		Derivative Security (Instr. 5) Securities Beneficial Owned Following Reported		Ownership of Form of Derivative (Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exerci	sab		ation	Title	Amount or Number of Shares			Transaction (s) (Instr. 4)	(4)	
\$45.35	12/3/2013		A		34816		(4	4)	12/3/2	2023	Common	34816		\$0	34816	D	
	(First) (First) CREE (Street) EK, GA (State) e II - Der 2. Conversion or Exercise Price of Derivative Security	(First) (Mid CREEK PKV (Street) EK, GA 30097 (State) (Zip) Table I Table I 2. Conversion or Exercise Price of Derivative Security	(First) (Middle) CREEK PKWY (Street) EK, GA 30097 (State) (Zip) Table I - Non-I 2. Conversion or Exercise Price of Derivative Security 12/3/2013	CREEK PKWY Street 4	TER (First)	TERADAT (First) (Middle) 3. Date of Ear CREEK PKWY (Street) 4. If Amendm (MM/DD/YYYY) EK, GA 30097 (State) (Zip) 2. Trans. Date Deemed Execution Date, if any 12/2/2013 12/2/2013 12/3/2013 E II - Derivative Securities Beneficially O Conversion or Exercise Price of Derivative Security 2. Trans. Date Deemed Execution Date, if any 12/3/2013 Code V (A) 12/3/2013	TERADATA (First) (Middle) 3. Date of Earlies CREEK PKWY (Street) 4. If Amendment (MM/DD/YYYY) EK, GA 30097 (State) (Zip) 2. Trans. Date Date, if any 12/2/2013 12/3/2013 12/	TERADATA COL (First) (Middle) 3. Date of Earliest Tran (Street) 4. If Amendment, Date (MM/DD/YYYY) (State) (Zip) 2. Trans. Date Date, if any Code 12/2/2013 F 12/3/2013 F 12/3/2013 A E II - Derivative Securities Beneficially Owned (e 2. Conversion of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) (Instr. 3, 4 and 5) Code V (A) (D) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) (Code V (A) (D) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) (Code V (A) (D) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 6) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 6) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 6) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 6) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 6) Code (Instr. 3, 4 and 6) Code (Instr. 3, 4 and 6) (Instr. 3, 4 and 6) Code (In	TERADATA CORI (First) (Middle) 3. Date of Earliest Transa (Street) 4. If Amendment, Date O (MM/DD/YYYY) (State) (Zip) 2. Trans. Date 2. Trans. Date 3. Trans. Date 6. Deemed Execution Date, if any Code (Instr. 8) 12/2/2013 F 12/3/2013 F 12/3/2013 A E II - Derivative Securities Beneficially Owned (e.g. Code Price of Date, if any Security Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisal	TERADATA CORP /DE/ (First) (Middle) 3. Date of Earliest Transaction (Internal Content of Earliest Transaction (Internal	TERADATA CORP /DE/ [' (First) (Middle) 3. Date of Earliest Transaction (MM/ CREEK PKWY 12/2/2013 4. If Amendment, Date Original File (MM/DD/YYYY) EK, GA 30097 (State) (Zip) 2. Trans. Date Deemed Execution Date, if any Code (Instr. 3, 4 an any Code (Instr. 3, 4 and Securities Beneficially Owned (e.g., puts, ca) E II - Derivative Securities Beneficially Owned (e.g., puts, ca) Code V (Instr. 3, 4 and Securities Beneficially Owned (e.g., puts, ca) 12/3/2013	TERADATA CORP /DE/ [TDC]	TERADATA CORP /DE/ [TDC] Check	Check all Check all	TERADATA CORP /DE/ [TDC] (First) (Middle) 3. Date of Earliest Transaction (MM/DD/YYYY) (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) (Strate) (Zip) 2. Trans. Date Date (State) 2. Trans. Date Date, if any 12/2/2013 F So93 (1) D S45.81 So90 (1) D So0 (3) D Socurities Underlying Derivative Security (Instr. 3 and 4) Sourities Underlying Derivative Security (Instr. 5) Sourities Underlying	TERADATA CORP /DE/ [TDC] (Check all applicable) TERADATA CORP /DE/ [TDC] (Director	TERADATA CORP /DE/ [TDC] (Check all applicable) Director S. Officer (give title below) Director S. Anount of Securities Beneficially Owned on Reporting Person Code V Amount (D) Director S. Anount of Securities Beneficially Owned on Reporting Person Code V Amount (D) Director S. Anount of Securities Beneficially Owned on Reporting Person Code V Amount (D) Director S. Anount of Securities Beneficially Owned on Reporting Person Code V Amount (D) Director S. Anount of Securities Beneficially Owned on Reporting Person Code V Amount (D) Director S. Anount of Securities Beneficially Owned on Reporting Person Code V Amount (D) Director S. Anount of Securities Beneficially Owned of Dilector Director S. Anount of Securities Beneficially Owned of Dilector Director S. Anount of Securities Beneficially Owned of Dilector Director S. Anount of Securities Beneficially Owned of Dilector Director S. Anount of Securities Beneficially Owned of Dilector Director S. Anount of Securities Beneficially Owned of Dilector Director S. Anount of Securities Beneficially Owned of Dilector S. Anount of Securities Beneficially Owned of Dilector S. Anount of Securities Beneficially Owned of Dilector Director S. Anount of Securities Beneficially Owned of Dilector S. Anount of Securities Beneficially Owned of Dilector S. Anount of Securities Beneficially Owned On Dilector S. Anount of Securities Beneficially Owned On Dilector S. Anount of Se

Explanation of Responses:

- (1) Shares withheld by the company and disposed of to satisfy tax obligation for performance-based restricted stock units that vested on December 2, 2013.
- (2) Shares withheld by the company and disposed of to satisfy tax obligation for restricted stock units that vested on December 2, 2013.
- (3) Award of restricted stock units which becomes vested on the third anniversary of the grant date.
- (4) This option vests in four equal annual installments beginning on December 3, 2014.

Reporting Owners

Paperting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director 10% C		Owner	Officer	Other			
McDonald Darryl 11695 JOHNS CREEK PKWY				EVP, Applications				

JOHNS CREEK, GA 30097								
Signatures								
Signatures .								
Margaret A. Treese, Attorney-in-fact for Darryl McDonald 12/4								

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).

** Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Date

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.