

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
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SIC Code	3571 - Electronic Computers
Industry	Computer Services
Sector	Technology
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FORM 4

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

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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
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)
McDonald Darryl	TERADATA CORP /DE/ [TDC]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Applications
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
11695 JOHNS CREEK PKWY	12/2/2013	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
JOHNS CREEK, GA 30097		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	12/2/2013		F		5693 (1)	D	\$45.81	93091	D	
Common Stock	12/2/2013		F		3259 (2)	D	\$45.81	89832	D	
Common Stock	12/3/2013		A		6716	D	\$0 (3)	96548	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (right to buy)	\$45.35	12/3/2013		A		34816		(4)	12/3/2023	Common stock	34816	\$0	34816	D	

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

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

JOHNS CREEK, GA 30097				
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Signatures

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

12/4/2013

** 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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