

# TERADATA CORP /DE/

# Reported by **KEPLER DAVID E**

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 11/10/10 for the Period Ending 11/09/10

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

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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										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
KEPLER DA	VID E			$\mathbf{r}$	E	RADA'	TA	CC	)RP	DE/	<b>/</b> []	TDC ]						
(Last) (First) (Middle)				3.	3. Date of Earliest Transaction (MM/DD/YYYY)									X Director 10% Owner				
(Findle)					· · · · · ·									Officer (give title below) Other (specify				
2030 DOW C	ENTER							11	/9/20	10			below)					
					4. If Amendment, Date Original Filed (MM/DD/YYYY)									6. Individual or Joint/Group Filing (Check Applicable Line)				
MIDLAND, M	AI 48674	4																
(City) (State) (Zip)														_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table l	[ - Non-	Deriv	vati	ve Secui	rities	s Ac	equire	d, Di	spo	sed of,	or Beneficia	lly Owned	l			
1.Title of Security 2			2. Trans. Date		2A. Deemed Execution	3. Tra Code (Instr	or Disp		urities Acquiposed of (D) 3, 4 and 5)		)		mount of Securities Beneficially Owne owing Reported Transaction(s) tr. 3 and 4)			7. Nature of Indirect Beneficial		
						Date, if any	Code	e V	Amou	(A) or (D)	]	Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock 11/9				11/9/2	010		M		10710	A	\$1	15.90		33703		D		
Common Stock 11/5				11/9/2	9/2010				<b>4270</b> (2)	D	\$40.	.945 (1)	29433			D		
Tab	le II - Dei	rivative	Securiti	es Be	enef	ficially (	Own	ed (	e.g. ,	puts,	, cal	lls, war	rrants, option	ıs, convert	ible secur	rities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	(Instr. 8)		5. Number Derivative Securities Acquired (ADisposed of (Instr. 3, 4	A) or of (D)	6. Date Exer and Expirati				Securitie	and Amount of es Underlying ve Security and 4)	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Direct (D) or Indirect (I) (Instr.	Beneficial	
				Code	v	(A) (D	<b>)</b> )	Date Exe	e rcisable	Expira Date	ation	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)		
Director Stock Option	\$15.90	11/9/2010		М		1071	10	4/28	3/2010	4/27/2	2019	Commo Stock	on 10710	\$0	0	D		

#### **Explanation of Responses:**

- (1) The price in Column 4 is a weighted average price. The prices actually received ranged from \$40.85 to \$41.05. 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) These shares were sold to cover the exercise price and taxes in connection with the exercise of stock options on November 9, 2010, so that a total of 6,440 shares of Teradata stock were acquired after such exercise.

#### **Reporting Owners**

Danastina Oversas Nama / Adduses	Relationships								
Reporting Owner Name / Address	Director	10%	Owner	Officer	Other				
KEPLER DAVID E									
2030 DOW CENTER	X								
MIDLAND, MI 48674									

#### **Signatures**

#### Margaret A. Treese, Attorney-in-fact for David E. Kepler

11/10/2010

\*\* 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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