

Harrington Daniel L
Form 4
March 15, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harrington Daniel L

(Last) (First) (Middle)

17095 VIA DEL CAMPO

(Street)

SAN DIEGO, CA 92127

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TERADATA CORP /DE/ [TDC]

3. Date of Earliest Transaction
(Month/Day/Year)

03/13/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP, Technology & Support Svcs

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	03/13/2012		M		11,498	A	\$ 21.01	67,768	D
Common Stock	03/13/2012		M		12,292	A	\$ 20.84	80,060	D
Common Stock	03/13/2012		M		18,552	A	\$ 22.31	98,612	D
Common Stock	03/13/2012		M		9,806	A	\$ 24.87	108,418	D
Common Stock	03/13/2012		M		25,376	A	\$ 27.98	133,794	D

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Common Stock	03/13/2012	M	20,981	A	\$ 30.68	154,775	D
Common Stock	03/13/2012	M	9,954	A	\$ 41.09	164,729	D
Common Stock	03/13/2012	S	119,763	D	\$ <u>(1)</u> 67.0003	44,966	D
Common Stock	03/14/2012	M	5,000	A	\$ 13.77	49,966	D
Common Stock	03/14/2012	S	5,000	D	\$ <u>(2)</u> 67.12	44,966	D

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	\$ 21.01	03/13/2012		M	11,498	<u>(3)</u> 03/01/2015	Common Stock 11,498
Employee Stock Options	\$ 20.84	03/13/2012		M	12,292	<u>(3)</u> 02/13/2016	Common Stock 12,292
Employee Stock Options	\$ 22.31	03/13/2012		M	18,552	<u>(3)</u> 10/31/2016	Common Stock 18,552
Employee Stock Options	\$ 24.87	03/13/2012		M	9,806	<u>(3)</u> 02/28/2017	Common Stock 9,806
Employee Stock	\$ 27.98	03/13/2012		M	25,376	<u>(3)</u> 09/30/2017	Common Stock 25,376

Options

Employee Stock Options	\$ 30.68	03/13/2012	M	20,981	<u>(4)</u>	11/30/2019	Common Stock	20,981
Employee Stock Options	\$ 41.09	03/13/2012	M	9,954	<u>(5)</u>	11/29/2020	Common Stock	9,954
Employee Stock Options	\$ 13.77	03/14/2012	M	5,000	<u>(6)</u>	12/01/2018	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrington Daniel L 17095 VIA DEL CAMPO SAN DIEGO, CA 92127			EVP, Technology & Support Svcs	

Signatures

Margaret A. Treese, Attorney-in-fact for Daniel
Harrington

03/15/2012

 Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- The price in Column 4 is a weighted average price. The prices actually received ranged from \$67.00 to \$67.04. The reporting person has
- (1) 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) Sale of shares pursuant to Rule 10b5-1 Plan adopted on November 28, 2011.
 - (3) This option is fully exercisable.
 - (4) This option vests in four equal annual installments beginning on December 1, 2010.
 - (5) This option vests in four equal annual installments beginning on November 30, 2011.
 - (6) This option vests in four equal annual installments beginning on December 2, 2009.

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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