

TERADATA CORP /DE/

Form 4

February 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOYKIN EDWARD P**

(Last) (First) (Middle)

10000 INNOVATION DRIVE

(Street)

DAYTON, OH 45342

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**TERADATA CORP /DE/ [TDC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/10/2012                              |                                                             | S                                       | V 3,600 D<br>(A)<br>or<br>(D)                                       | \$<br>63.16<br>(1)<br>25,482                                                                                       | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/10/2012                              |                                                             | M                                       | 12,000 A                                                            | \$ 9.74 37,482                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/10/2012                              |                                                             | M                                       | 8,000 A                                                             | \$ 5.95 45,482                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/13/2012                              |                                                             | G V 400 (2)                             | D \$ 0                                                              | 45,082                                                                                                             | D                                                                    |                                                                   |

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

**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.**

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) |                 | 8. Date of Acquisition or Disposition (Instr. 3, 4, and 5) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                      | Amount or Number of Shares |
| Director Stock Option                      | \$ 9.74                                                | 02/10/2012                           |                                                    | M                              |                                                                                         | 12,000                                                   |     | <u>(3)</u>                                                    | 06/06/2012      | Common Stock                                               | 12,000                     |
| Director Stock Option                      | \$ 5.95                                                | 02/10/2012                           |                                                    | M                              |                                                                                         | 8,000                                                    |     | <u>(3)</u>                                                    | 04/23/2013      | Common Stock                                               | 8,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                               | Director      | 10% Owner | Officer | Other |
| BOYKIN EDWARD P<br>10000 INNOVATION DRIVE<br>DAYTON, OH 45342 | X             |           |         |       |

## Signatures

Laura K. Nyquist, Attorney-in-fact for Edward P. Boykin

02/14/2012

\_\_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).

- (1) The price in Column 4 is a weighted average price. The prices actually received ranged from \$63.12 to \$63.24 the number of shares sold at each price within the range.
- (2) Shares of Teradata Corporation common stock that the reporting person gifted to a nonprofit 501(c)(3) organization.
- (3) This option is fully exercisable.

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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