

Harrington Daniel L  
 Form 4  
 March 15, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 17095 VIA DEL CAMPO  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/13/2012

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 EVP, Technology & Support Svcs

SAN DIEGO, CA 92127  
 (City) (State) (Zip)

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

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 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
Common Stock	03/13/2012		M		12,292	A	\$ 20.84 80,060
Common Stock	03/13/2012		M		18,552	A	\$ 22.31 98,612
Common Stock	03/13/2012		M		9,806	A	\$ 24.87 108,418
Common Stock	03/13/2012		M		25,376	A	\$ 27.98 133,794

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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>67.0003</u> (1)	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>67.12</u> (2)	44,966	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.**

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**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)	Amount or Number of Shares	
				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	(3) 03/01/2015	Common Stock	11,498	
Employee Stock Options	\$ 20.84	03/13/2012		M	12,292	(3) 02/13/2016	Common Stock	12,292	
Employee Stock Options	\$ 22.31	03/13/2012		M	18,552	(3) 10/31/2016	Common Stock	18,552	
Employee Stock Options	\$ 24.87	03/13/2012		M	9,806	(3) 02/28/2017	Common Stock	9,806	
Employee Stock	\$ 27.98	03/13/2012		M	25,376	(3) 09/30/2017	Common Stock	25,376	

