

McDonald Darryl
Form 4
November 14, 2011

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 *
McDonald Darryl

(Last) (First) (Middle)

11695 JOHNS CREEK PKWY

(Street)

JOHNS CREEK, GA 30097

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, Applicatns, Bus Dev & CMO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/09/2011		M		9,276 A \$ 5.22	D	
Common Stock	11/09/2011		S		9,276 D \$ 56.959 (1)	D	
Common Stock	11/09/2011		M		13,914 A \$ 7.37	D	
Common Stock	11/09/2011		S		13,914 D \$ 56.41 (2)	D	
Common Stock	11/09/2011		M		18,552 A \$ 5.41	D	

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Common Stock	11/09/2011	S	18,552	D	\$ (3)	56.026	78,087.112	D
Common Stock	11/09/2011	M	16,827	A	\$	12.21	94,914.112	D
Common Stock	11/09/2011	S	16,827	D	\$ (4)	55.991	78,087.112	D
Common Stock	11/09/2011	M	5,435	A	\$	11.09	83,522.112	D
Common Stock	11/09/2011	S	5,435	D	\$ (5)	56.001	78,087.112	D

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

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(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	\$ 5.22	11/09/2011		M	9,276	(6) 02/03/2013	Common Stock 9,276
Employee Stock Options	\$ 7.37	11/09/2011		M	13,914	(6) 08/04/2013	Common Stock 13,914
Employee Stock Options	\$ 5.41	11/09/2011		M	18,552	(6) 04/11/2013	Common Stock 18,552
Employee Stock Options	\$ 12.21	11/09/2011		M	16,827	(6) 03/01/2014	Common Stock 16,827

Employee									
Stock	\$ 11.09	11/09/2011		M	5,435	<u>(6)</u>	03/23/2014	Common	5,435
Options								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonald Darryl 11695 JOHNS CREEK PKWY JOHNS CREEK, GA 30097			EVP, Applicatns, Bus Dev & CMO	

Signatures

Margaret A. Treese, Attorney-in-fact for Darryl McDonald	11/11/2011
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 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 \$56.45 to \$57.39. 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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$56.23 to \$56.66. 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.
- (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$55.98 to \$56.30. 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.
- (4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$55.98 to \$56.01. 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.
- (5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$55.98 to \$56.15. 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.
- (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.