

TERADATA CORP /DE/
Form 4/A
February 13, 2008

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 *
RINGLER JAMES M

(Last) (First) (Middle)

2835 MIAMI VILLAGE DR

(Street)

MIAMISBURG, 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)
10/01/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
10/03/2007

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 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)
Common Stock ⁽¹⁾	10/01/2007		A	(A) or (D) Price 2,791 ⁽²⁾	\$ 0 12,765 ⁽³⁾	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)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock Units ⁽¹⁾	\$ 0 ⁽⁴⁾	10/01/2007		A	8,527	⁽⁵⁾ / ⁽⁵⁾	Common Stock	8,527
Phantom Stock Units ⁽¹⁾	\$ 0 ⁽⁶⁾	10/01/2007		A	6,034	⁽⁷⁾ / ⁽⁷⁾	Common Stock	6,034
Phantom Stock Units ⁽¹⁾	\$ 0 ⁽⁸⁾	10/01/2007		A	5,080	⁽⁹⁾ / ⁽⁹⁾	Common Stock	5,080
Phantom Stock Units ⁽¹⁾	\$ 0 ⁽¹⁰⁾	10/01/2007		A	238	⁽¹¹⁾ / ⁽¹¹⁾	Common Stock	238

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RINGLER JAMES M 2835 MIAMI VILLAGE DR MIAMISBURG, OH 45342			X	

Signatures

Margaret A. Treese, attorney-in-fact for James M. Ringler 02/13/2008

^{__}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).
- This amendment is being filed solely to (i) correct the number of restricted stock units that were subject to the transaction reported in
- (1) Table I and (ii) add the grants of phantom stock units which were inadvertently omitted from the original Form 4 of the reporting person dated October 3, 2007. The original Form 4 was timely filed and correct in all other respects.
- (2) These restricted stock units were granted by the issuer in substitution of 2,791 shares of restricted stock units of NCR Corporation ("NCR"), at a ratio of 1 to 1, in connection with the spin-off of the issuer by NCR (the "Spin-Off") pursuant to which, on September 30, 2007, NCR distributed one share of the issuer's common stock for every one share of NCR common stock held as of the close of

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business on September 14, 2007. The reporting person has elected to defer receipt of the stock awarded upon vesting of such units until April 30, 2016.

- (3) Includes shares of common stock acquired as a result of the distribution of issuer common stock in connection with Spin-Off.
- (4) The phantom stock units are converted on a one for one basis and were granted by the issuer in connection with the Spin-Off in substitution of 8,527 NCR phantom stock units.
- (5) The phantom stock units are to be settled in cash and/or common stock on April 30, 2015.
- (6) The phantom stock units are converted on a one for one basis and were granted by the issuer in connection with the Spin-Off in substitution of 6,034 NCR phantom stock units.
- (7) The phantom stock units are to be settled in cash and/or common stock on April 30, 2014.
- (8) The phantom stock units are converted on a one for one basis and were granted by the issuer in connection with the Spin-Off in substitution of 5,080 NCR phantom stock units.
- (9) The phantom stock units are to be settled in cash and/or common stock on April 30, 2013.
- (10) The phantom stock units are converted on a one for one basis and were granted by the issuer in connection with the Spin-Off in substitution of 238 NCR phantom stock units.
- (11) The phantom stock units are to be settled in cash and/or common stock on April 30, 2016.

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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