

Harrington Daniel L
 Form 4
 March 15, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(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
 Officer (give title below) _____ Other (specify below)
 EVP, Technology & Support Svcs

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	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

Edgar Filing: Harrington Daniel L - Form 4

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.

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)	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	

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. 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.