

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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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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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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