

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

SAN DIEGO, CA 92127

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

(City) (State) (Zip)

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 |

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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.

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 |
| <u> </u> 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.