Davis Saundra Form 4 October 03, 2007

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

SECURITIES Form 5

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Davis Saundra			2. Issuer Name and Ticker or Trading Symbol TERADATA CORP /DE/ [TDC]	5. Relationship of Reporting Person(s) to Issuer		
(I+)	(F:4)	(M: 1.11-)		(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
1700 S. PATTERSON			10/01/2007	X Officer (give title Other (specify below)		
BOULEVARD			VP, Human Resources			
				VI, Human Resources		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
DAYTON, OH 45479				Form filed by More than One Reporting		
				Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owne		
				,,,,,		

(,)	(******)	1 able	I - Non-De	erivative Securities Acc	quirea, Disposea (oi, or Beneficia	ly Ownea
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Monui Buyi Tear)	any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	(A) or Amount (D) Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/01/2007		A	4,950 A $\frac{\$ 0}{(1)}$	5,578.626 (2)	D	
Common Stock					558 (3)	Ι	By spouse

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

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 Option	\$ 27.98	10/01/2007		A	15,226	<u>(4)</u>	10/01/2017	Common Stock	15,226
Employee Stock Option	\$ 12.21	10/01/2007		A	15,584	<u>(6)</u>	03/01/2014	Common Stock	15,584
Employee Stock Option	\$ 21.01	10/01/2007		A	6,216	(12)	03/01/2015	Common Stock	6,216
Employee Stock Option	\$ 20.84	10/01/2007		A	4,424	(13)	02/13/2016	Common Stock	4,424
Employee Stock Option	\$ 24.87	10/01/2007		A	3,432	(10)	03/01/2017	Common Stock	3,432

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Function	Director	10% Owner	Officer	Other			
Davis Saundra 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479			VP, Human Resources				

Signatures

/s/ Margaret A. Treese, Attorney-in-fact for Saundra
Davis 10/03/2007

**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).

Reporting Owners 2

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- These shares of time-based restricted stock were granted by the issuer in substitution of 2,668 shares of time-based restricted stock of NCR Corporation ("NCR") 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 business on September 14, 2007.
- (2) Includes shares of common stock acquired as a result of the distribution of issuer common stock in connection with the Spin-Off.
- (3) These shares of common stock were acquired as a result of the distribution of issuer common stock in connection with the Spin-Off.
- (4) This option vests in four equal annual installments beginning on October 1, 2008.
- (5) Stock option granted in connection with the Spin-Off.
- (6) This option is fully exercisable.
- (7) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 8,400 shares of common stock of NCR Corporation at an exercise price of \$22.65.
- (8) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 3,351 shares of common stock of NCR Corporation at an exercise price of \$38.97.
- (9) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 2,385 shares of common stock of NCR Corporation at an exercise price of \$38.645.
- (10) This option vests in four equal annual installments beginning on March 1, 2008.
- (11) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 1,850 shares of common stock of NCR Corporation at an exercise price of \$46.13.
- (12) This option vests in four equal annual installments beginning on March 1, 2006.
- (13) This option vests in four equal annual installments beginning on February 13, 2007.

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.