

TERADATA CORP /DE/  
Form 4  
June 07, 2010

**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 \*  
**KOEHLER MICHAEL**

(Last) (First) (Middle)  
**11695 JOHNS CREEK PKWY**  
  
(Street)

**JOHNS CREEK, GA 30097**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TERADATA CORP /DE/ [TDC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/03/2010**

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)  
**President and CEO**

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/03/2010		M		29,031	A	\$ 21.01
							163,100.16
Common Stock	06/03/2010		S		29,031	D	\$ 32.778
							134,069.16
Common Stock	06/03/2010		M		38,722	A	\$ 20.84
							172,791.16
Common Stock	06/03/2010		S		24,589	D	\$ 32.728
							148,828.834

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)

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
Employee Stock Option	\$ 21.01	06/03/2010		M	29,031	<sup>(5)</sup> 03/15/2015	Common stock	29,031
Employee Stock Option	\$ 20.84	06/03/2010		M	38,722	<sup>(5)</sup> 02/13/2016	Common Stock	38,722

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOEHLER MICHAEL 11695 JOHNS CREEK PKWY JOHNS CREEK, GA 30097	X		President and CEO	

## Signatures

Margaret A. Treese, Attorney-in-fact for Michael Koehler

06/07/2010

\_\_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).

(1) A total of 14,133 shares were held after shares sold to cover exercise price and taxes associated with the stock options exercised to purchase shares of Teradata stock on June 3, 2010.

(2) The total beneficial holdings on this report include 186,641 shares acquired under the Teradata Employee Stock Purchase Plan on February 26, 2010 and 440,033 shares acquired under the plan on March 31, 2010.

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(3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$32.735 to \$32.80. The reporting person has 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.

(4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$32.69 to \$32.75. The reporting person has 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.

(5) This option is fully exercisable.

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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