

LUND VICTOR L  
Form 4  
October 03, 2007

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LUND VICTOR L

(Last) (First) (Middle)

1700 S. PATTERSON  
BOULEVARD

(Street)

DAYTON, OH 45479

(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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 10/01/2007                              |                                                             | A                                       | (A)<br>or<br>(D)<br>1,305<br>(1)                                           | \$ 0 6,791 (2)                                                                                                     | 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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Filing Date<br>of this Statement<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D)                                                                 |                                                         |
| Director<br>Stock<br>Option                         | \$ 26.85                                                           | 10/01/2007                              |                                                             | A                                    |                                                                                                                 | 3,252                                                          | (3) 04/25/2017                                                      | Common<br>Stock 3,252 \$                                |
| Director<br>Stock<br>Option                         | \$ 23.68                                                           | 10/01/2007                              |                                                             | A                                    |                                                                                                                 | 3,724                                                          | (4) 04/26/2016                                                      | Common<br>Stock 3,724 \$                                |
| Director<br>Stock<br>Option                         | \$ 17.72                                                           | 10/01/2007                              |                                                             | A                                    |                                                                                                                 | 8,000                                                          | (4) 04/27/2015                                                      | Common<br>Stock 8,000 \$                                |
| Director<br>Stock<br>Option                         | \$ 12.48                                                           | 10/01/2007                              |                                                             | A                                    |                                                                                                                 | 8,000                                                          | (4) 04/28/2014                                                      | Common<br>Stock 8,000 \$                                |
| Director<br>Stock<br>Option                         | \$ 5.98                                                            | 10/01/2007                              |                                                             | A                                    |                                                                                                                 | 8,000                                                          | (4) 04/29/2013                                                      | Common<br>Stock 8,000 \$                                |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                    |
|------------------------------------------------------------------|----------------------------------|
|                                                                  | Director 10% Owner Officer Other |
| LUND VICTOR L<br>1700 S. PATTERSON BOULEVARD<br>DAYTON, OH 45479 | X                                |

## Signatures

/s/ Margaret A. Treese, Attorney-in-fact for Victor L.  
Lund 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).
- (1) These restricted stock units were granted by the issuer in substitution of 1,305 shares of restricted stock units of NCR Corporation ("NCR"), at a ratio of 1 to 1, in connection with the spin-off of the issuer by NCR (the "Spin-Off") pursuant to which, on September 30,

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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. The reporting person has elected to defer receipt of the stock awarded upon vesting of such units until the termination of his service as a director.

- (2) Includes shares of common stock acquired as a result of the distribution of issuer common stock in connection with the Spin-Off.
- (3) This option vests on April 25, 2008.
- (4) This option is fully exercisable.
- (5) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 3,252 shares of common stock of NCR Corporation at an exercise price of \$49.80.
- (6) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 3,724 shares of common stock of NCR Corporation at an exercise price of \$43.92.
- (7) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 8,000 shares of common stock of NCR Corporation at an exercise price of \$32.86.
- (8) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 8,000 shares of common stock of NCR Corporation at an exercise price of \$23.14.
- (9) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 8,000 shares of common stock of NCR Corporation at an exercise price of \$11.08.

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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