

PRAHALAD C K
Form 4
October 03, 2007

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 *
PRAHALAD C K

(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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/01/2007		A	979 (1) A \$ 0	45,006 (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 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)

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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)	8. Amount or Number of Shares
Director Stock Option	\$ 26.85	10/01/2007		A	3,252	<u>(3)</u> 04/25/2017	Common Stock	3,252
Director Stock Option	\$ 23.68	10/01/2007		A	3,724	<u>(4)</u> 04/26/2016	Common Stock	3,724
Director Stock Option	\$ 17.72	10/01/2007		A	8,000	<u>(4)</u> 04/27/2015	Common Stock	8,000
Director Stock Option	\$ 12.48	10/01/2007		A	8,000	<u>(4)</u> 04/28/2014	Common Stock	8,000
Director Stock Option	\$ 5.95	10/01/2007		A	8,000	<u>(4)</u> 04/23/2013	Common Stock	8,000
Director Stock Option	\$ 10.55	10/01/2007		A	12,000	<u>(4)</u> 04/24/2012	Common Stock	12,000
Director Stock Option	\$ 12.33	10/01/2007		A	12,000	<u>(4)</u> 04/18/2011	Common Stock	12,000
Director Stock Option	\$ 10.64	10/01/2007		A	12,000	<u>(4)</u> 04/27/2010	Common Stock	12,000
Director Stock Option	\$ 13.87	10/01/2007		A	10,000	<u>(4)</u> 04/15/2009	Common Stock	10,000
Director Stock Option	\$ 8.7	10/01/2007		A	4,046	<u>(4)</u> 04/16/2008	Common Stock	4,046

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

PRAHALAD C K
1700 S. PATTERSON BOULEVARD X
DAYTON, OH 45479

Signatures

/s/ Margaret A. Treese, Attorney-in-fact for C. K.
Pahalad

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 979 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, 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) 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 \$11.03.

(10) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 12,000 shares of common stock of NCR Corporation at an exercise price of \$19.56.

(11) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 12,000 shares of common stock of NCR Corporation at an exercise price of \$22.87.

(12) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 12,000 shares of common stock of NCR Corporation at an exercise price of \$19.73.

(13) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 10,000 shares of common stock of NCR Corporation at an exercise price of \$25.72.

(14) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 4,046 shares of common stock of NCR Corporation at an exercise price of \$16.13.

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.