

Harrington Daniel L
 Form 4
 December 08, 2009

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

(Last) (First) (Middle)
 17095 VIA DEL CAMPO
 (Street)

SAN DIEGO, CA 92127

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/04/2009

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)
 EVP, Technology & Support Svcs

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock ⁽¹⁾	12/07/2009		I		6,028.102 <u>(1)</u>	D	\$ 33.28 <u>(1)</u> 0 by 401(k) Plan
Common Stock	12/04/2009		M		4,330	A	\$ 7.37 56,163.724 D
Common Stock	12/04/2009		S		4,330	D	\$ 30.508 <u>(2)</u> 51,833.724 D
Common Stock	12/04/2009		M		6,805	A	\$ 12.21 58,638.724 D
Common Stock	12/04/2009		S		6,805	D	\$ 30.494 51,833.724 D

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Common Stock	12/04/2009	S	24,768	D	(3)	27,065.724	D
					\$ 30.518		
Common Stock	12/04/2009	S	279	D	(4)	26,786.724	D
					\$ 30.543		

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.37	12/04/2009		M	4,330	08/04/2006 08/04/2013	Common Stock	4,330	
Employee Stock Option (right to buy)	\$ 12.21	12/04/2009		M	6,805	03/01/2007 03/01/2014	Common Stock	6,805	

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 L.
Harrington

12/08/2009

__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) Represents units in the unitized Teradata stock fund of the Teradata 401(k) Savings Plan disposed of at their net asset value pursuant to a discretionary transfer out of the unitized stock fund.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$30.50 to \$30.52. 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.
 - (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$30.49 to \$30.50. 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.
 - (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$30.50 to \$30.54. 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 \$30.50 to \$30.54. 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.

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.