

KOEHLER MICHAEL
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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOEHLER MICHAEL

(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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2007		A	107,833	A	\$ 0 (1)	126,771 (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)**

Edgar Filing: KOEHLER MICHAEL - Form 4

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 27.98	10/01/2007		A		228,386		<u>(3)</u>	10/01/2017	Common Stock	228,386
Employee Stock Option	\$ 7.37	10/01/2007		A		10,515		<u>(5)</u>	08/04/2013	Common Stock	10,515
Employee Stock Option	\$ 12.21	10/01/2007		A		18,552		<u>(5)</u>	03/01/2014	Common Stock	18,552
Employee Stock Option	\$ 21.01	10/01/2007		A		29,031		<u>(12)</u>	03/01/2015	Common Stock	29,031
Employee Stock Option	\$ 20.84	10/01/2007		A		38,722		<u>(13)</u>	02/13/2016	Common Stock	38,722
Employee Stock Option	\$ 24.87	10/01/2007		A		36,776		<u>(10)</u>	03/01/2017	Common Stock	36,776

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOEHLER MICHAEL 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479	X		President and CEO	

Signatures

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

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 shares of time-based restricted stock were granted by the issuer in substitution of 58,123 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,

Edgar Filing: KOEHLER MICHAEL - Form 4

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 in four equal annual installments beginning on October 1, 2008.
- (4) Stock option granted in connection with the Spin-Off.
- (5) This option is fully exercisable.
- (6) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 5,668 shares of common stock of NCR Corporation at an exercise price of \$13.67.
- (7) 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 \$22.65.
- (8) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 15,648 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 20,872 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 19,823 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.