

TERADATA CORP /DE/
Form 4
November 12, 2014

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 *
Fair Robert

(Last) (First) (Middle)

10000 INNOVATION DRIVE

(Street)

DAYTON, OH 45342

(City) (State) (Zip)

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

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

11/07/2014

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 & Chief Mktg and Info Ofcr

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 or Price		
Common Stock	11/07/2014		G	V	7,500 (1)	D	\$ 0 69,386 D
Common Stock	11/07/2014		M		9,806 A \$ 24.87 79,192 D		
Common Stock	11/07/2014		S		9,806 D \$ 42.805 69,386 D (2)		
Common Stock	11/07/2014		M		10,000 A \$ 27.98 79,386 D		
Common Stock	11/07/2014		S		10,000 D \$ 42.801 69,386 D		

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The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.80 to \$42.84. 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.

- The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.80 to \$42.83. 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) This option vests in four equal annual installments beginning on March 1, 2008.
 - (5) This option vests in four equal annual installments beginning on October 1, 2008.

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.