

Davis Sandra
 Form 4
 November 10, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Davis Sandra

(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)
 11/09/2010

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)
 VP, Human Resources

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 11/09/2010 | | M | | 7,000 | A \$ 13.77 | 19,779.626 D |
| Common Stock | 11/09/2010 | | S | | 7,000 | D \$ 40.74 ⁽¹⁾ | 12,779.626 D |
| Common Stock | 11/09/2010 | | M | | 6,216 | A \$ 21.01 | 18,995.626 D |
| Common Stock | 11/09/2010 | | S | | 4,916 ⁽⁵⁾ | D \$ 40.834 ⁽²⁾ | 14,079.626 D |
| Common Stock | 11/09/2010 | | M | | 1,200 | A \$ 20.84 | 15,279.626 D |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option | \$ 13.77 | 11/09/2010 | | M | 7,000 | ⁽³⁾ 12/01/2018 | Common Stock | 7,000 |
| Employee Stock Option | \$ 21.01 | 11/09/2010 | | M | 6,216 | ⁽⁴⁾ 03/01/2015 | Common Stock | 6,216 |
| Employee Stock Option | \$ 20.84 | 11/09/2010 | | M | 1,200 | ⁽⁴⁾ 02/13/2016 | Common Stock | 1,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis Saundra 10000 INNOVATION DRIVE DAYTON, OH 45342 | | | VP, Human Resources | |

Signatures

Margaret A. Treese, Attorney-in-fact for Saundra Davis

11/10/2010

**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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$40.70 to \$40.79. 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 \$40.80 to \$40.87. 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) This option vests in four equal annual installments beginning on December 2, 2009.

(4) This option is fully exercisable.

(5) These shares were sold to cover the exercise price and taxes in connection with the exercise of stock options on November 9, 2010, so that a total of 1,300 shares of Teradata stock were acquired after such exercise.

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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