

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 *
KOEHLER MICHAEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

11695 JOHNS CREEK PKWY

02/28/2014

President and CEO

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

JOHNS CREEK, GA 30097

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price | | | |
| Common Stock | 02/28/2014 | | G | V <u>10,000</u> ⁽¹⁾ D \$ 0 45,000 | | I | By Koehler family trust #1 |
| Common Stock | 02/28/2014 | | G | V <u>10,000</u> ⁽¹⁾ A \$ 0 177,207 | | D | |
| Common Stock | 02/28/2014 | | G | V <u>10,000</u> ⁽¹⁾ D \$ 0 45,000 | | I | By Koehler family trust #2 |
| | 02/28/2014 | | G | V A \$ 0 187,207 | | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|----------------------|----------------------------|--------------------|---|-----------------------------------|
| Common Stock | | | | | 10,000 <u>(1)</u> | | | | |
| Common Stock | 11/07/2014 | | S | 15,394 | D | \$ 42.147 <u>(2)</u> | 172,048 <u>(3)</u> | D | |
| Common Stock | | | | | | | 11,142 <u>(4)</u> | I | By 401(k) Plan |
| Common Stock | | | | | | | 45,000 | I | By grantor retained annuity trust |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOEHLER MICHAEL 11695 JOHNS CREEK PKWY JOHNS CREEK, GA 30097 | X | | President and CEO | |

Signatures

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

11/11/2014

__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 transactions involved gifts of securities by family trusts to the reporting person.
The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.14 to
- (2) \$42.21. 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 total beneficial holdings on this report include 158 shares acquired under the Teradata Employee Stock Purchase Plan on February 28, 2014 and 236 shares acquired under the plan on March 31, 2014.
- (4) Represents the number of Teradata shares attributable to units in the unitized Teradata stock fund of the Teradata 401(k) Savings Plan as of November 7, 2014.

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.