

PRAHALAD C K  
Form 4  
October 03, 2007

**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 \*  
PRAHALAD C K

(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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 10/01/2007                           |  | A                              | 979 (1) A \$ 0  | 45,006 (2)  | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Director Stock Option                      | \$ 26.85   | 10/01/2007                           |  | A                              |   | (3) 04/25/2017   | Common Stock  | 3,252                         |                            |
| Director Stock Option                      | \$ 23.68   | 10/01/2007                           |  | A                              |   | (4) 04/26/2016   | Common Stock  | 3,724                         |                            |
| Director Stock Option                      | \$ 17.72   | 10/01/2007                           |  | A                              |   | (4) 04/27/2015   | Common Stock  | 8,000                         |                            |
| Director Stock Option                      | \$ 12.48   | 10/01/2007                           |  | A                              |   | (4) 04/28/2014   | Common Stock  | 8,000                         |                            |
| Director Stock Option                      | \$ 5.95  | 10/01/2007                           |  | A                              |   | (4) 04/23/2013   | Common Stock  | 8,000                         |                            |
| Director Stock Option                      | \$ 10.55   | 10/01/2007                           |  | A                              |   | (4) 04/24/2012   | Common Stock  | 12,000                        |                            |
| Director Stock Option                      | \$ 12.33   | 10/01/2007                           |  | A                              |   | (4) 04/18/2011   | Common Stock  | 12,000                        |                            |
| Director Stock Option                      | \$ 10.64   | 10/01/2007                           |  | A                              |   | (4) 04/27/2010   | Common Stock  | 12,000                        |                            |
| Director Stock Option                      | \$ 13.87   | 10/01/2007                           |  | A                              |   | (4) 04/15/2009   | Common Stock  | 10,000                        |                            |
| Director Stock Option                      | \$ 8.7   | 10/01/2007                           |  | A                              |   | (4) 04/16/2008   | Common Stock  | 4,046                         |                            |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

PRAHALAD C K  
1700 S. PATTERSON BOULEVARD X  
DAYTON, OH 45479

## Signatures

/s/ Margaret A. Treese, Attorney-in-fact for C. K.  
Pralhalad

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 restricted stock units were granted by the issuer in substitution of 979 shares of restricted stock units of NCR Corporation ("NCR"), at a ratio of 1 to 1, in connection with the spin-off of the issuer by NCR (the "Spin-Off") pursuant to which, on September 30, 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 on April 25, 2008.

(4) This option is fully exercisable.

(5) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 3,252 shares of common stock of NCR Corporation at an exercise price of \$49.80.

(6) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 3,724 shares of common stock of NCR Corporation at an exercise price of \$43.92.

(7) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 8,000 shares of common stock of NCR Corporation at an exercise price of \$32.86.

(8) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 8,000 shares of common stock of NCR Corporation at an exercise price of \$23.14.

(9) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 8,000 shares of common stock of NCR Corporation at an exercise price of \$11.03.

(10) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 12,000 shares of common stock of NCR Corporation at an exercise price of \$19.56.

(11) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 12,000 shares of common stock of NCR Corporation at an exercise price of \$22.87.

(12) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 12,000 shares of common stock of NCR Corporation at an exercise price of \$19.73.

(13) 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 \$25.72.

(14) In connection with the Spin-Off, this option was granted by the issuer in substitution of an option to purchase 4,046 shares of common stock of NCR Corporation at an exercise price of \$16.13.

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.