

STAVROPOULOS WILLIAM S
Form 4
October 03, 2007

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 *
STAVROPOULOS WILLIAM S

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)
2030 DOW CENTER

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2007

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

MIDLAND, MI 48674

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Common Stock	10/01/2007		A	979 ⁽¹⁾ A \$ 0	20,381 ⁽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. (Instr. 3 and 4)		
				Code	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option	\$ 26.85	10/01/2007		A	3,252		<u>(3)</u>	04/25/2017	Common Stock	3,252
Director Stock Option	\$ 23.68	10/01/2007		A	3,724		<u>(4)</u>	04/26/2016	Common Stock	3,724
Director Stock Option	\$ 17.72	10/01/2007		A	8,000		<u>(4)</u>	04/27/2015	Common Stock	8,000
Director Stock Option	\$ 12.48	10/01/2007		A	8,000		<u>(4)</u>	04/28/2014	Common Stock	8,000
Director Stock Option	\$ 10.55	10/01/2007		A	12,000		<u>(4)</u>	04/24/2012	Common Stock	12,000
Director Stock Option	\$ 12.33	10/01/2007		A	12,000		<u>(4)</u>	04/18/2011	Common Stock	12,000
Director Stock Option	\$ 10.64	10/01/2007		A	12,000		<u>(4)</u>	04/27/2010	Common Stock	12,000
Director Stock Option	\$ 13.87	10/01/2007		A	10,000		<u>(4)</u>	04/15/2009	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAVROPOULOS WILLIAM S 2030 DOW CENTER MIDLAND, MI 48674	X			

Signatures

/s/ Margaret A. Treese, Attorney-in-fact for William S.
Stavropoulos

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 12,000 shares of common stock of NCR Corporation at an exercise price of \$19.56.

(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 \$22.87.

(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 \$19.73.

(12) 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.

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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