

TERADATA CORP /DE/  
Form 4  
May 13, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
RINGLER JAMES M

(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)  
05/11/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 05/11/2015                           |  | M                              | V 42,610 A  | \$ 19.52 87,839   | D  |   |
| Common Stock                    | 05/11/2015                           |  | S                              | V 42,610 D  | \$ 40.28 45,229<br>(1)  | D  |   |
| Common Stock                    | 05/12/2015                           |  | G(2)                           | V 10,919 D  | \$ 0 34,310   | D  |   |
| Common Stock                    | 05/12/2015                           |  | G(2)                           | V 10,919 A  | \$ 0 10,919   | I  | By wife, as trustee                                   |
| Common Stock                    | 05/12/2015                           |  | G(2)                           | V 10,919 D  | \$ 0 0  | I  | By wife, as trustee                                   |

|                 |            |                  |   |        |   |      |        |   |                                |
|-----------------|------------|------------------|---|--------|---|------|--------|---|--------------------------------|
| Common<br>Stock | 05/12/2015 | G <sup>(2)</sup> | V | 10,919 | A | \$ 0 | 69,065 | I | By<br>Ringler<br>family<br>LLC |
|-----------------|------------|------------------|---|--------|---|------|--------|---|--------------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration Date   | Title                               |        |
| Director<br>Stock<br>Option                         | \$ 19.52   | 05/11/2015                              |   | M                                    | 42,610   | <u>(3)</u>   | 07/11/2015 <sup>(4)</sup>   | Common<br>Stock                     | 42,610 |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| RINGLER JAMES M<br>10000 INNOVATION DRIVE<br>DAYTON, OH 45342 |               |           | X       |       |

## Signatures

|  |                     |
|--|---------------------|
| Margaret A. Treese, Attorney-in-fact for James M.<br>Ringler | 05/13/2015          |
| <small>**Signature of Reporting Person</small>               | <small>Date</small> |

## 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).
- The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.16 to
- (1) \$40.36. 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.

Edgar Filing: TERADATA CORP /DE/ - Form 4

- (2) These transactions involved the contribution by the reporting person of 10,919 shares through a family trust to a family limited liability company.
- (3) This option grant is fully vested.
- (4) These options are being exercised before they expire when term ends on July 11, 2015.

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.