

Fair Robert
 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 *
 Fair Robert

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)
 1700 S. PATTERSON BOULEVARD
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Global Field Operations

DAYTON, OH 45479
 (City) (State) (Zip)

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

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)
			Code	V	Amount	(D)	Price
Common Stock	10/01/2007		A		38,038	A	\$ 0 (1)
					47,054	(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 27.98	10/01/2007		A		25,376		<u>(3)</u>	10/01/2017	Common Stock	25,376
Employee Stock Option	\$ 11.99	10/01/2007		A		29,684		<u>(5)</u>	01/26/2011	Common Stock	29,684
Employee Stock Option	\$ 11.11	10/01/2007		A		13,914		<u>(5)</u>	01/24/2012	Common Stock	13,914
Employee Stock Option	\$ 6.86	10/01/2007		A		13,914		<u>(5)</u>	07/29/2012	Common Stock	13,914
Employee Stock Option	\$ 5.22	10/01/2007		A		11,131		<u>(5)</u>	02/03/2013	Common Stock	11,131
Employee Stock Option	\$ 7.37	10/01/2007		A		11,131		<u>(5)</u>	08/04/2013	Common Stock	11,131
Employee Stock Option	\$ 12.21	10/01/2007		A		22,263		<u>(5)</u>	03/01/2014	Common Stock	22,263
Employee Stock Option	\$ 21.01	10/01/2007		A		11,498		<u>(17)</u>	03/01/2015	Common Stock	11,498
Employee Stock Option	\$ 20.84	10/01/2007		A		12,292		<u>(18)</u>	02/13/2016	Common Stock	12,292
Employee Stock Option	\$ 22.31	10/01/2007		A		18,552		<u>(19)</u>	11/01/2016	Common Stock	18,552
Employee Stock Option	\$ 24.87	10/01/2007		A		9,806		<u>(15)</u>	03/01/2017	Common Stock	9,806

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(18) This option vests in four equal annual installments beginning on February 13, 2007.

(19) This option vests in three equal annual installments beginning on November 1, 2007.

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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