

TERADATA CORP /DE/  
Form 4/A  
February 13, 2008

**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 \*  
RINGLER JAMES M

(Last) (First) (Middle)

2835 MIAMI VILLAGE DR

(Street)

MIAMISBURG, 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)  
10/01/2007

4. If Amendment, Date Original Filed(Month/Day/Year)  
10/03/2007

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)
Common Stock <sup>(1)</sup>	10/01/2007		A	(A) or (D) 2,791 <sup>(2)</sup>	\$ 0 12,765 <sup>(3)</sup>	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. Price of Derivative Security (Instr. 3)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(4)</sup>	10/01/2007		A		8,527		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	8,527	\$
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(6)</sup>	10/01/2007		A		6,034		<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	6,034	\$
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(8)</sup>	10/01/2007		A		5,080		<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	5,080	\$
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(10)</sup>	10/01/2007		A		238		<sup>(11)</sup>	<sup>(11)</sup>	Common Stock	238	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RINGLER JAMES M 2835 MIAMI VILLAGE DR MIAMISBURG, OH 45342			X	

## Signatures

Margaret A. Treese, attorney-in-fact for James M. Ringler 02/13/2008

\_\_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).

- This amendment is being filed solely to (i) correct the number of restricted stock units that were subject to the transaction reported in (1) Table I and (ii) add the grants of phantom stock units which were inadvertently omitted from the original Form 4 of the reporting person dated October 3, 2007. The original Form 4 was timely filed and correct in all other respects.
- (2) These restricted stock units were granted by the issuer in substitution of 2,791 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

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business on September 14, 2007. The reporting person has elected to defer receipt of the stock awarded upon vesting of such units until April 30, 2016.

- (3) Includes shares of common stock acquired as a result of the distribution of issuer common stock in connection with Spin-Off.
- (4) The phantom stock units are converted on a one for one basis and were granted by the issuer in connection with the Spin-Off in substitution of 8,527 NCR phantom stock units.
- (5) The phantom stock units are to be settled in cash and/or common stock on April 30, 2015.
- (6) The phantom stock units are converted on a one for one basis and were granted by the issuer in connection with the Spin-Off in substitution of 6,034 NCR phantom stock units.
- (7) The phantom stock units are to be settled in cash and/or common stock on April 30, 2014.
- (8) The phantom stock units are converted on a one for one basis and were granted by the issuer in connection with the Spin-Off in substitution of 5,080 NCR phantom stock units.
- (9) The phantom stock units are to be settled in cash and/or common stock on April 30, 2013.
- (10) The phantom stock units are converted on a one for one basis and were granted by the issuer in connection with the Spin-Off in substitution of 238 NCR phantom stock units.
- (11) The phantom stock units are to be settled in cash and/or common stock on April 30, 2016.

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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