

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-09** | Period of Report: **2013-01-01**  
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### REPORTING OWNER

**Gnau Scott E**

CIK: **1565530**

Type: **3** | Act: **34** | File No.: **001-33458** | Film No.: **13520286**

Mailing Address  
*17095 VIA DEL CAMPO  
SAN DIEGO CA 92127*

### ISSUER

**TERADATA CORP /DE/**

CIK: **816761** | IRS No.: **753236470** | Fiscal Year End: **1231**

SIC: **3571** Electronic computers

Mailing Address  
*10000 INNOVATION DRIVE  
DAYTON OH 45342*

Business Address  
*10000 INNOVATION DRIVE  
DAYTON OH 45342  
937-242-4800*

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
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### INITIAL STATEMENT OF 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

<b>1. Name and Address of Reporting Person</b> <u>Gnau Scott E</u> (Last) (First) (Middle) <u>17095 VIA DEL CAMPO</u> (Street) <u>SAN DIEGO, CA 92127</u> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>01/01/2013</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>TERADATA CORP/DE/ [TDC]</u> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> ___ Director ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) <u>EVP, Teradata Labs</u>	<b>5. If Amendment, Date Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check applicable line)</b> <input checked="" type="checkbox"/> Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	66,129	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options	(1)	11/26/2022	Common Stock	26,122	\$61.55	D	
Employee Stock Options	(2)	11/28/2021	Common Stock	26,005	\$50.7	D	
Employee Stock Options	(3)	11/29/2020	Common Stock	34,389	\$41.09	D	
Employee Stock Options	(4)	11/30/2019	Common Stock	19,969	\$30.68	D	
Employee Stock Options	(5)	12/01/2018	Common Stock	28,398	\$13.77	D	
Employee Stock Options	(5)	09/30/2017	Common Stock	11,301	\$27.98	D	
Employee Stock Options	(5)	02/28/2017	Common Stock	5,306	\$24.87	D	

**Explanation of Responses:**

1. This option vests in four equal annual installments beginning on November 27, 2013.
2. This option vests in four equal annual installments beginning on November 29, 2012.
3. This option vests in four equal annual installments beginning on November 30, 2011.
4. This option vests in four equal annual installments beginning on December 1, 2010.
5. This option is fully exercisable.

### Signatures

Laura K. Nyquist, Attorney-in-fact for Scott E. Gnau

\*\* Signature of Reporting Person

01/09/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Laura K. Nyquist and Margaret A. Treese, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Teradata Corporation (the "Company"), Forms 3, 4, and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendments thereto, and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of December, 2012.

Signed and acknowledged:

/s/ Scott E. Gnau  
Signature

Scott E. Gnau  
Printed Name