

NCR CORP
Form 4
March 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
QUINLAN MARK D

(Last) (First) (Middle)
10332 BLACK BIRCH DRIVE

(Street)

DAYTON, OH 45458

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NCR CORP [NCR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2005

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)
Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/09/2005		M		6,666	A \$ 9.675	12,661 D
Common Stock	03/09/2005		M		3,334	A \$ 20.595	15,995 D
Common Stock	03/09/2005		S		8,000	D \$ 38.3155	7,995 D

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

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number.

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

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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.595 ⁽¹⁾	03/09/2005		M	3,334 ⁽²⁾	⁽³⁾ 01/24/2012	Common Stock	12,500 ⁽²⁾
Employee Stock Option (Right to Buy)	\$ 9.675 ⁽⁴⁾	03/09/2005		M	6,666 ⁽⁵⁾	⁽⁶⁾ 02/03/2013	Common Stock	10,000 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUINLAN MARK D 10332 BLACK BIRCH DRIVE DAYTON, OH 45458			Vice President	

Signatures

Nelson F. Greene, Attorney-in-fact for Mark D. Quinlan

 **Signature of Reporting Person

03/11/2005

 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) Previously reported price was \$41.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$41.19 split to \$20.595.
- (2) Previously reported number of securities was 12,500. On November 19, 2004, 8,333 of these securities were exercised, with 4,167 remaining. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of

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securities of 4,167 increased to 8,334, 3,334 of which are being exercised.

- (3) The option vested in 3 equal annual installments beginning 01/24/2003.
- (4) Previously reported price was \$19.35. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$19.35 split to \$9.675.
Previously reported number of securities was 10,000. On February 4, 2004, 3,333 of these securities were exercised, with 6,667 remaining. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of securities of 6,667 increased to 13,334, 6,666 of which are being exercised.
- (6) The option vests in 3 equal annual installments beginning on 02/03/2004.

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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