

NCR CORP
Form 4
September 01, 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

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 *
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)
08/30/2005

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/30/2005 | | M | | 8,334 | A | \$ 12.7225 |
| Common Stock | 08/30/2005 | | M | | 6,666 | A | \$ 13.67 |
| Common Stock | 08/30/2005 | | S | | 12,750 | D | \$ 34.36 |
| | | | | | | | 13,312.8202 (1) |

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) | \$ 12.7225 (2) | 08/30/2005 | | M | 8,334 | (3) 07/29/2012 | Common Stock | 8,334 (4) |
| Employee Stock Option (Right to Buy) | \$ 13.67 (5) | 08/30/2005 | | M | 6,666 | (6) 08/04/2013 | Common Stock | 13,334 (7) |

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
09/01/2005

**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).
- (1) Includes 120.668887 shares acquired under the NCR Employee Stock Purchase Plan in June and July 2005.
- (2) The previously reported price was \$25.45. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$25.45 split to \$12.7225.
- (3) The option vests in 3 equal annual installments beginning on July 29, 2003.

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- Previously reported number of securities was 12,500. 4,166 of these securities were exercised on February 4, 2004 and 4,167 of these securities were exercised on August 25, 2004. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining securities of 4,167 doubled to 8,334, all of which are being exercised at this time.
- (4)
- (5) The previously reported price was \$27.34. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$27.34 split to \$13.67,
- (6) The option vests in 3 equal annual installments beginning on August 4, 2004.

- Previously reported number of securities was 10,000. 3,333 of these securities were exercised on August 25, 2004. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining securities of 6,667 doubled to 13,334, 6,666 of which are being exercised at this time.
- (7)

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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