

STAVROPOULOS WILLIAM S
Form 4
December 09, 2005

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 *
STAVROPOULOS WILLIAM S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3612 WHITE PINE WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

MIDLAND, MI 48640

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

(City) (State) (Zip)

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	Price		
Common Stock	12/08/2005		M		4,900	A \$ 15.31	22,490	D
Common Stock	12/08/2005		M		4,046	A \$ 16.125	26,536	D
Common Stock	12/08/2005		S		8,946	D \$ 34.28	17,590	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)

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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
Stock Option (Right to Buy)	\$ 15.3125 ⁽¹⁾	12/08/2005		M	4,900	04/16/1997 04/16/2007	Common Stock	4,900 ⁽²⁾
Stock Option (Right to Buy)	\$ 16.125 ⁽³⁾	12/08/2005		M	4,046	02/18/1998 02/18/2008	Common Stock	4,046 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAVROPOULOS WILLIAM S 3612 WHITE PINE WAY MIDLAND, MI 48640			X	

Signatures

Nelson F. Greene, Attorney-in-fact for William S. Stavropoulos
 12/09/2005

__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) Previously reported price was \$30.63. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$30.63 split to \$15.3125.
- (2) Previously reported number of securities was 2,450. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 2,450 increased to 4,900.
- (3) Previously reported price was \$31.91. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$31.91 split to \$16.125.
- (4)

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Previously reported number of securities was 2,023. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 2,023 increased to 4,046.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.