

NCR CORP
Form 4
March 06, 2006

FORM 4

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

OMB APPROVAL

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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 *
KOEHLER MICHAEL

(Last) (First) (Middle)

1700 S. PATTERSON
BOULEVARD

(Street)

DAYTON, OH 45479

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2006

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)
Senior 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/02/2006 | | M | | 10,000 | A | \$ 22.65 |
| Common Stock | 03/02/2006 | | S | | 10,000 | D | \$ 39.56 |
| Common Stock | 03/03/2006 | | S | | 30,000 | D | \$ 39.09 |
| Common Stock | 03/06/2006 | | M | | 10,000 | A | \$ 9.57 |
| Common Stock | 03/06/2006 | | S | | 10,000 | D | \$ 39.16 |

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 22.65 ⁽¹⁾ | 03/02/2006 | | M | 10,000 | ⁽²⁾ 03/01/2014 | Common Stock ⁽³⁾ 20,000 |
| Employee Stock Option (Right to Buy) | \$ 9.57 ⁽⁵⁾ | 03/06/2006 | | M | 10,000 | ⁽⁶⁾ 03/04/2013 | Common Stock ⁽⁷⁾ 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOEHLER MICHAEL 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479 | | | Senior Vice President | |

Signatures

Nelson F. Greene, Attorney-in-fact for Michael Koehler
03/06/2006

⁽¹⁾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).

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- (1) Previously reported price was \$45.30. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$45.30 split to \$22.65.
- (2) The option vests in 3 equal annual installments beginning on March 1, 2005.
- (3) Previously reported number of securities was 15,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the 15,000 securities doubled to 30,000 securities, 10,000 of which were exercised on February 13, 2006.
- (4) The options were granted under the NCR Management Stock Plan.
- (5) Previously reported price was \$19.13. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$19.13 split to \$9.57.
- (6) The option vests in 3 equal annual installments beginning March 4, 2004.
- (7) Previously reported number of securities was 15,000. On June 7, 2004, 5,000 of these options were exercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the 10,000 remaining options increased to 20,000, 10,000 of which were exercised in May 2005, with the remaining 10,000 options being exercised at this time.

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.