

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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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 *
BOCIAN PETER J

(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)
SVP & Chief Financial Officer

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 or Price | | |
| Common Stock | 03/02/2006 | | M | | 3,154 A \$ 20.75 | D | |
| Common Stock | 03/02/2006 | | M | | 3,336 A \$ 9.675 | D | |
| Common Stock | 03/02/2006 | | M | | 3,334 A \$ 13.67 | D | |
| Common Stock | 03/02/2006 | | M | | 5,784 A \$ 22.23 | D | |
| Common Stock | 03/02/2006 | | S | | 15,608 D \$ 39.54 | D | |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 20.75 <u>(1)</u> | 03/02/2006 | | M | 3,154 | <u>(2)</u> 01/04/2009 | Common Stock | 3,154 <u>(3)</u> |
| Employee Stock Option (Right to Buy) | \$ 9.675 <u>(4)</u> | 03/02/2006 | | M | 3,336 | <u>(5)</u> 02/03/2013 | Common Stock | 3,336 <u>(6)</u> |
| Employee Stock Option (Right to Buy) | \$ 13.67 <u>(7)</u> | 03/02/2006 | | M | 3,334 | <u>(8)</u> 08/04/2013 | Common Stock | 3,334 <u>(9)</u> |
| Employee Stock Option (Right to Buy) | \$ 22.23 <u>(10)</u> | 03/02/2006 | | M | 5,784 | <u>(11)</u> 01/26/2011 | Common Stock | 12,000 <u>(12)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOCIAN PETER J 1700 S. PATTERSON BOULEVARD | | | SVP & Chief Financial Officer | |

DAYTON, OH 45479

Signatures

Nelson F. Greene, Attorney-in-fact for Peter J.
Bocian

03/06/2006

__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 \$41.50. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$41.50 split to \$20.75.
- (2) The option vested in 3 equal annual installments beginning January 4, 2000.
Previously reported number of securities was 4,420. 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 4,420 increased to 8,840, of which 5,686 shares were exercised in May 2005, and the remaining 3,154 shares are being exercised at this time.
- (3) 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.
- (4) The option vests in 3 equal annual installments beginning on February 3, 2004.
Previously reported number of securities was 5,000. On February 18, 2004, the reporting person exercised 1,666 of these options. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of securities of 3,334 increased to 6,668, of which 3,332 were exercised in May 2005 and 3,336 are being exercised at this time.
- (5) 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 options was 5,000. In November 2004, 1,666 of these options were exercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of options of 3,334 doubled to 6,668, 3,334 of which are being exercised at this time.
- (7) Previously reported price was 44.47. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$44.47 split to \$22.23.
- (8) The option vests in 3 equal annual installments beginning on 01/26/2002.
- (9) Previously reported number of options was 6,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of options of 6,000 doubled to 12,000.

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.