

NCR CORP
Form 4
March 05, 2014

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 *
Fishman Robert P

(Last) (First) (Middle)
3097 SATELLITE BOULEVARD,
3RD FLOOR
(Street)

DULUTH, GA 30096-5810

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2014

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, CFO / Chief Accounting 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	03/03/2014		M		35,079 (1)	A	\$ 0 61,522 D
Common Stock	03/03/2014		F		12,844 (2)	D	\$ 33.36 48,678 D
Common Stock	03/03/2014		F		3,738 (3)	D	\$ 33.36 44,940 D
Common Stock	03/04/2014		S		4,057 (4)	D	\$ 33.46 (5) 40,883 D
Common Stock	03/04/2014		S		22,235 (4)	D	\$ 33.39 18,648 D

(6)

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

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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
Restricted Stock Units	\$ 0 ⁽¹⁾	03/03/2014		M	35,079 ⁽¹⁾	⁽¹⁾ / ⁽¹⁾	Common Stock	35,079

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fishman Robert P 3097 SATELLITE BOULEVARD, 3RD FLOOR DULUTH, GA 30096-5810			SVP, CFO	Chief Accounting Officer

Signatures

Jennifer M. Daniels, as Attorney-in-Fact for Robert P. Fishman

 **Signature of Reporting Person
 03/05/2014
 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) Represents the conversion of restricted stock units that vested on March 3, 2014. The performance related conditions of these restricted units were satisfied on February 25, 2013.
- (2) These shares were withheld to cover tax withholding obligations when 35,079 restricted stock units vested on March 3, 2014.
- (3) These shares were withheld to cover tax withholding obligations when 7,795 restricted stock units vested on March 3, 2014.
- (4)

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The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 10, 2013.

(5) Represents the sale of 4,057 shares in 29 transactions at prices ranging from \$33.19 to \$33.73 per share, resulting in a weighted average sales price of \$33.46 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) Represents the sale of 22,235 shares in over 200 transactions at prices ranging from \$33.04 to \$33.74 per share, resulting in a weighted average sales price of \$33.39 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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