

NCR CORP

Form 4

February 04, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HURD MARK V**

(Last) (First) (Middle)

**1616 STAFFORD SPRINGS  
PLACE**

(Street)

**CENTERVILLE, OH 45458**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/03/2005**

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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 02/03/2005                              |                                                             | M                                    |                                                                         | 33,000                                                                                                             | A                                                                       | \$ 15.9531                                                        |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 189,563.4926<br>(1)                                               |
| Common<br>Stock                       | 02/03/2005                              |                                                             | M                                    |                                                                         | 80,000                                                                                                             | A                                                                       | \$ 20.75                                                          |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 269,563.4926                                                      |
| Common<br>Stock                       | 02/03/2005                              |                                                             | S                                    |                                                                         | 113,000                                                                                                            | D                                                                       | \$ 35.51                                                          |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 156,563.4926                                                      |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 15.9531<br>(2)                                      | 02/03/2005                           |                                                    | M                              |                                                                                         | 33,000<br>(3)                                            |     | (4)                                                           | 02/18/2008      | Common Stock | 33,000<br>(3)              |
| Employee Stock Option (Right to Buy)       | \$ 20.75<br>(5)                                        | 02/03/2005                           |                                                    | M                              |                                                                                         | 80,000<br>(6)                                            |     | (7)                                                           | 01/04/2009      | Common Stock | 80,000<br>(6)              |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                   |       |
|---------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                     | Director      | 10% Owner | Officer           | Other |
| HURD MARK V<br>1616 STAFFORD SPRINGS PLACE<br>CENTERVILLE, OH 45458 | X             |           | President and CEO |       |

## Signatures

Nelson F. Greene, Attorney-in-fact for Mark V. Hurd  
02/04/2005

\_\_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 direct total was 78,281.7463. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported 78,281.7463 shares increased to 156,563.4926.
- (2) 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 \$15.9531.
- (3)

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Previously reported number of securities was 16,500. 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 16,500 increased to 33,000, all of which are being exercised.

- (4) The option vests in 3 equal annual installments beginning on 2/18/1999.
- (5) 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.
- (6) Previously reported number of securities was 40,000. 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 40,000 increased to 80,000, all of which are being exercised.
- (7) The option vests in 3 equal annual installments beginning on 01/04/2000.

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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