

NCR CORP

Form 4

March 03, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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)
03/01/2005

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 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)
Common Stock	03/01/2005		A	61,365	A \$ 38.97	217,928.4926	D
Common Stock	03/01/2005		F	2,353 (1)	D \$ 38.97	215,575.4926	D
Common Stock	03/02/2005		S	3,221	D \$ 38.41	212,354.4926	D
Common Stock	03/03/2005		M	30,000	A \$ 25.8125	242,354.4926	D
Common Stock	03/03/2005		S	27,346	D \$ 38.3747	215,008.4926	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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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Securities
Employee Stock Option (Right to Buy)	\$ 38.97	03/01/2005		A		184,094		<u>(2)</u>	03/01/2015	Common Stock	1,000,000
Employee Stock Option (Right to Buy)	\$ 25.8125 <u>(4)</u>	03/03/2005		M		30,000 <u>(5)</u>		07/15/2002	07/15/2009	Common Stock	1,000,000

Reporting Owners

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

Signatures

Nelson F. Greene, Attorney-in-fact for Mark V.
Hurd 03/03/2005

**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) These shares were retained by NCR Corporation to cover tax withholding obligations when 5,574 restricted shares became freely transferable.
- (2) The option vests in four equal annual installments beginning March 1, 2006.

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- (3) The options were granted under the NCR Management Stock Plan.
- (4) Previously reported price was \$51.63. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$51.63 split to \$25.8125.
- (5) Previously reported number of securities was 50,000. 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 50,000 increased to 100,000, 30,000 of which are being exercised.

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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