

BRUNO JOHN G
Form 4
May 18, 2011

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 *
BRUNO JOHN G

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250 GREENWICH STREET

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2011

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)

Executive 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 05/16/2011 | | <u>M</u> ⁽¹⁾ | | 16,176 | \$ 12.81 | D |
| Common Stock | 05/16/2011 | | <u>M</u> ⁽¹⁾ | | 25,000 | \$ 13.67 | D |
| Common Stock | 05/16/2011 | | <u>S</u> ⁽¹⁾ | | 16,176 <u>(2)</u> | \$ 19.41 <u>(2)</u> | D |
| Common Stock | 05/16/2011 | | <u>S</u> ⁽¹⁾ | | 25,000 <u>(3)</u> | \$ 19.41 <u>(3)</u> | D |
| | 05/17/2011 | | <u>M</u> ⁽¹⁾ | | 6,100 | | D |

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| | | | | | | | | |
|--------------|------------|--|------------------|--|------------|---|------------|---------|
| Common Stock | | | | | \$ | | | |
| | | | | | 13.67 | | | |
| Common Stock | 05/17/2011 | | S ⁽¹⁾ | | 6,100 | D | 19.25 | 255,728 |
| | | | | | <u>(4)</u> | | <u>(4)</u> | D |

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 number.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 12.81 | 05/16/2011 | | M | 16,176 | 02/23/2011 ⁽⁵⁾ | 02/23/2020 | Common Stock | 16,176 |
| Employee Stock Option (Right to Buy) | \$ 13.67 | 05/16/2011 | | M | 25,000 | 12/01/2010 ⁽⁶⁾ | 12/01/2018 | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 13.67 | 05/17/2011 | | M | 6,100 | 12/01/2010 ⁽⁶⁾ | 12/01/2018 | Common Stock | 6,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | X | Executive Vice President | |

BRUNO JOHN G
7 WORLD TRADE CENTER
250 GREENWICH STREET
NEW YORK, NY 10007

Signatures

Chanda K. Kirchner, Attorney-in-Fact for John G.
Bruno

05/18/2011

__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) The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2011.

Represents the sale of 16,176 shares in 56 transactions at prices ranging from \$19.25 to \$19.59 per share, resulting in a weighted average sale price of \$19.41 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Represents the sale of 25,000 shares in 68 transactions at prices ranging from \$19.25 to \$19.59 per share, resulting in a weighted average sale price of \$19.41 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) Represents the sale of 6,100 shares in 3 transactions at prices ranging from \$19.25 to \$19.26 per share, resulting in a weighted average sale price of \$19.25 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, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) The grant vests in four equal annual installments commencing February 23, 2011. The first installment vested on the date shown above.
- (5) The grant vests in four equal annual installments commencing December 1, 2009. The first two installments vested on December 1, 2009 and the date shown above, respectively.
- (6)

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.