

Fishman Robert P
 Form 4
 May 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President & CFO

(Street)
 DULUTH, GA 30096-5810

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	05/01/2013		M ⁽¹⁾		4,180	A	\$ 17.97
Common Stock	05/01/2013		M ⁽¹⁾		3,234	A	\$ 17.82
Common Stock	05/01/2013		M ⁽¹⁾		5,733	A	\$ 21.27
Common Stock	05/01/2013		M ⁽¹⁾		4,195	A	\$ 23.13
Common Stock	05/01/2013		M ⁽¹⁾		13,000	A	\$ 24.7

Edgar Filing: Fishman Robert P - Form 4

Common Stock	05/01/2013	<u>M</u> ⁽¹⁾	10,413	A	\$ 23.93	75,152	D
Common Stock	05/01/2013	<u>M</u> ⁽¹⁾	10,963	A	\$ 22.16	86,115	D
Common Stock	05/01/2013	<u>S</u> ⁽¹⁾	65,282	D	\$ <u>(2)</u> 29.08	20,833	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.

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 of Underlying Securities (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)	\$ 17.97	05/01/2013		M	4,180	<u>(3)</u> 03/01/2015	Common Stock	4,180	
Employee Stock Option (Right to Buy)	\$ 17.82	05/01/2013		M	3,234	<u>(4)</u> 02/13/2016	Common Stock	3,234	
Employee Stock Option (Right to Buy)	\$ 21.27	05/01/2013		M	5,733	<u>(5)</u> 03/01/2017	Common Stock	5,733	
Employee Stock Option (Right to Buy)	\$ 23.13	05/01/2013		M	4,195	<u>(6)</u> 05/01/2017	Common Stock	4,195	

Edgar Filing: Fishman Robert P - Form 4

The grant representing a right to purchase a total of 13,000 shares, vested in four equal annual installments on June 1, 2008, June 1, 2009, June 1, 2010 and June 1, 2011.

- (8) The grant representing a right to purchase a total of 10,413 shares, vested in four equal annual installments on October 1, 2008, October 1, 2009, October 1, 2010 and October 1, 2011.
- (9) The grant representing a right to purchase a total of 10,963 shares, vested in four equal annual installments on March 1, 2009, March 1, 2010, March 1, 2011 and March 1, 2012.

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.