

Langenbahn Paul
Form 4
February 26, 2019

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 *
Langenbahn Paul

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)
14770 TRINITY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP, Pres. NCR Commerce

FORT WORTH, TX 76155

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	02/23/2019		M	10,234 (1) A \$ 0	34,278	D	
Common Stock	02/23/2019		F	2,522 (2) D \$ 28.96	31,756	D	
Common Stock	02/24/2019		M	66,979 (3) A \$ 0	98,735	D	
Common Stock	02/24/2019		F	22,712 (4) D \$ 28.96	76,023	D	
Common Stock	02/24/2019		F	1,403 (5) D \$ 28.96	74,620	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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(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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	02/23/2019		M	10,234 ₍₁₎	⁽¹⁾ ₍₁₎	Common Stock	10,234
Restricted Stock Units	\$ 0 ⁽³⁾	02/24/2019		M	66,979 ₍₃₎	⁽³⁾ ₍₃₎	Common Stock	66,979

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Langenbahn Paul 14770 TRINITY FORT WORTH, TX 76155			Exec VP, Pres. NCR Commerce	

Signatures

Laura J. Foltz, Attorney-in-Fact for Paul
Langenbahn
Date: 02/26/2019

__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) Represents the conversion of restricted stock units that vested on February 23, 2019. The performance related conditions of these restricted stock units were satisfied on February 7, 2019.
- (2) These shares were withheld to cover tax withholding obligations when 10,234 previously reported restricted stock units vested on February 23, 2019.

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- (3) Represents the conversion of restricted stock units that vested on February 24, 2019. The performance related conditions of these restricted stock units were satisfied on December 9, 2016.
- (4) These shares were withheld to cover tax withholding obligations when 66,979 previously reported restricted stock units vested on February 24, 2019.
- (5) These shares were withheld to cover tax withholding obligations when 3,565 previously reported restricted stock units vested on February 24, 2019.

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.