SEC Form 4

I

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | | | | | | | | | | |
|--------------------------|-----|--|--|--|--|--|--|--|--|--|
| OMB Number: 3235-0287 | | | | | | | | | | |
| Estimated average burden | | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | | |

| 1. Name and Address of Reporting Person* | | Person* | 2. Issuer Name and Ticker or Trading Symbol NCR CORP [NCR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|----------|----------|--|---|----------------------------|-----------------------|--|--|
| KUEHN KURT P | | | | X | Director | 10% Owner | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/25/2018 | 1 | Officer (give title below) | Other (specify below) | | |
| 864 SPRING S | TREET NW | | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | /idual or Joint/Group Fil | ing (Check Applicable | | |
| ATLANTA | GA | 30308 | | X | Form filed by One Re | eporting Person | | |
| | GIT | 50500 | | | Form filed by More th | nan One Reporting | | |
| (City) | (State) | (Zip) | | | 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) | Transaction Code (Instr. | | | | | Securities Beneficially | 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 | Transaction(s) (Instr. 3 and 4) | | (mour 4) |
| Common Stock ⁽¹⁾ | 04/25/2018 | | Α | | 7,210 | Α | \$31.21 | 45,034 | D | |

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. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------------------------------|---|---|-----|--|---|-------|---|--|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. These restricted stock units represent the annual equity grant awarded to directors under the NCR Director Compensation Program (the "Compensation Program"). The restricted stock units vest in four equal quarterly installments beginning three months after the grant date, subject to the reporting person's continued service as a director on each vesting date. The reporting person elected to defer receipt of NCR common stock underlying the restricted stock units in accordance with the terms of the Compensation Program. The reporting person will receive NCR common stock in five annual installments beginning on the April 30 following the termination of the reporting person's service as a director.

Remarks:

Laura J. Foltz, Attorney-in-Fact for Kurt P. Kuehn

04/27/2018

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

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