SEC Form 4	
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FORM 4

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

OMB APPROVAL

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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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
(City)	(State)	(Zip)	-		Form filed by More that Person	an One Reporting		
(Street) ATLANTA	GA	30308	 4. If Amendment, Date of Original Filed (Month/Day/Year) 	6. Indiv Line) X	idual or Joint/Group Filir Form filed by One Rep	porting Person		
(Last) 864 SPRING S	(First) STREET NW	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023	X	Officer (give title below) President and	Other (specify below) d COO		
1. Name and Address of Reporting Person [*] SULLIVAN OWEN J			2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP</u> [NCR]		tionship of Reporting Pe all applicable) Director	10% Owner		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and §		Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following		Securities	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)		(1150.4)	
Common Stock	01/03/2023		М		22,876 ⁽¹⁾	Α	\$0.00	397,867	D		
Common Stock	01/03/2023		F		10,318(2)	D	\$23.41	388,151 ⁽³⁾	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed 8. Price of Derivative 1. Title of 3. Transaction 5. Number 6. Date Exercisable and 7. Title and Amount 9. Number of 10. 11. Nature Transaction of Securities Underlying Derivative Security Ownership Derivative Conversion Date Execution Date. Expiration Date (Month/Day/Year) derivative of Indirect (Month/Day/Year) Security (Instr. 3) if any (Month/Day/Year) Derivative Security (Instr. 5) Beneficial or Exercise Code (Instr. Securities Form Price of Derivative Security 8) Securities Beneficially Direct (D) Ownership Owned Following Reported Acquired (Instr. 3 and 4) or Indirect (I) (Instr. 4) (Instr. 4) (A) or Disposed of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Date Expiration of Shares ν (D) (A) Exercisable Title Code Date Restricted Commor (1) 01/03/2023 22.876 (1) 22.876 D м 22 876 \$0.00 Stock Stock Units

Explanation of Responses:

1. Performance share restricted stock units (RSUs) as to which the performance related conditions to vesting were satisfied on December 31, 2022. These RSUs vest ratably, with 50% having vested on

December 31, 2022 as shown on Table I, and the remaining 50% shown on Table II scheduled to vest on December 31, 2023 subject to certain conditions

2. These shares were withheld to cover tax withholding obligations when 22,876 performance shares vested on December 31, 2022 as reported herein.

3. Includes 602.265 shares acquired under the NCR Employee Stock Purchase Plan in March 2022. These shares were rounded to 602 for disclosure in this table.

Remarks:

Leah Singleton, Attorney-in-01/04/2023 Fact for Owen J. Sullivan 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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS The undersigned constitutes and appoints each of Leah Singleton, Steve Kwon and James M. Bedore, or either of them acting singly and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director or both of NCR Corporation (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC; and

3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Limited Power of Attorney and approves and ratifies any such release of information; and

4. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact. [SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 19th day of October, 2022.

Signed and acknowledged:

/s/ OWEN J. SULLIVAN OWEN J. SULLIVAN