

**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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person *<br><u>Langenbahn Paul</u><br>_____<br>(Last) (First) (Middle)<br>14770 TRINITY<br>_____<br>(Street)<br>FORT WORTH TX 76155<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NCR CORP [ NCR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Exec VP, Pres. NCR Commerce</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/08/2020</u>  |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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                    | 02/08/2020                           |  | M                              |   | 38,175 <sup>(1)</sup>   | A          | \$0.00 | 125,100   | D  |   |
| Common Stock                    | 02/08/2020                           |  | F                              |   | 10,580 <sup>(2)</sup>   | D          | \$33.2 | 114,520   | 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. 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 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 |   |  |  |   |  |
| Restricted Stock Units                     | \$0.00 <sup>(1)</sup>                                  | 02/08/2020                           |  | M                              |   | 76,349 <sup>(1)</sup>  |     | (1)  | (1)             | Common Stock  | 76,349                                     | 76,349   | D   |  |

**Explanation of Responses:**

- Performance-based restricted stock units (RSUs) as to which the performance-related conditions to vesting have been satisfied. These RSUs vest ratably, with one-third vesting on each of the first, second and third anniversaries of the February 8, 2019 grant date (each an "RSU Vesting Date"). The first one-third of such RSUs, shown in Table I, vested on February 8, 2020. Vesting of the remaining two-thirds of such RSUs, shown in Table II, is subject to the reporting person's continued employment with the issuer on the applicable RSU Vesting Dates in accordance with the RSU award agreement.
- These shares were withheld to cover tax withholding obligations when 38,175 restricted stock units vested on February 8, 2020 as reported herein.

**Remarks:**

Laura J. Foltz, Attorney-in-Fact 02/11/2020  
for Paul Langenbahn

\*\* Signature of Reporting Person Date

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.

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