FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b) 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* <u>DERODES ROBERT P</u> |   |  |   |               |       | 2. Issuer Name and Ticker or Trading Symbol NCR CORP [ NCR ] |          |        |                                       |        |   |   |                |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |                |  |  |  |
|--|---|--|---|---------------|-------|--|----------|--------|---------------------------------------|--------|---|---|----------------|--|---|--|----------------|--|--|--|
|  |   |  |   |               |       |  |          |        |                                       |        |   |   |                |  | C Director  | or   |                | 10% Ov   | vner                                     |  |
| (Last)<br>4875 JET   | ast) (First) (Middle)<br>875 JETT RD. NW                              |  |   |               |       | 3. Date of Earliest Transaction (Month/Day/Year) 05/03/2011  |          |        |                                       |        |   |   |                |  | Officer (give title Other (specify below)   |  |                |  | specify                                  |  |
| (Street) ATLANTA GA 30327  |   |  |   |               | _ 4.1 | 4. If Amendment, Date of Original Filed (Month/Day/Year)     |          |        |                                       |        |   |   |                |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting |  |                |  |  |  |
| (City) (State) (Zip)   |   |  |   |               |       |  |          |        |                                       |        |   |   |                |  | Persor  | ı  |                |  |  |  |
|  |   | Tab  | le I - Nor  | -Deriv        | vativ | e Se   | curities | s Ac   | quired,                               | Dis    | osed o  | f, or B   | ene            | ficiall  | y Owned   |  |                |  |  |  |
| 1. Title of Security (Instr. 3)  2. Transa Date (Month/D         |   |  |   |               | ear)  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)  |          | Code ( | Transaction<br>Code (Instr.           |        | 4. Securities Acquired (A<br>Disposed Of (D) (Instr. 3,<br>5) |   |                | 5. Amou<br>Securitie<br>Beneficie<br>Owned F<br>Reported | es<br>ally<br>Following   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  |                | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)        |  |  |
|  |   |  |   |               |       |  |          | Code   | v                                     | Amount | mount (A) o   |   | Price          | Transact   | Transaction(s)<br>(Instr. 3 and 4)  |  |                | (111501. 4)  |  |  |
| Common Stock <sup>(1)</sup> 05/03/                               |   |  |   |               |       | /2011  |          |        | A                                     |        | 4,592   | 4,592 A   |                | \$ <mark>0</mark>  | 32,   | 32,790   |                | D  |  |  |
|  |   | -  | Fable II - I                                      |               |       |  |          |        | uired, D<br>, option                  |        |   |   |                |  | Owned   |  |                |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution I<br>if any<br>(Month/Day | ate, Transact |       |  |          |        | 6. Date Ex<br>Expiration<br>(Month/Da | Date   |   | 7. Title and Am<br>of Securities<br>Underlying<br>Derivative Secu<br>(Instr. 3 and 4) |                | curity   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | 9. Numbe<br>derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported<br>Transacti<br>(Instr. 4) | e<br>S<br>Illy | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>ct (Instr. 4) |  |
|  |   |  |   |               | Code  | v  | (A)      | (D)    | Date<br>Exercisab                     |        | expiration vate   | Title   | or<br>Ni<br>of | umber  |   |  |                |  |  |  |
| Stock<br>Option<br>(Right to<br>Buy) <sup>(2)</sup>              | \$19.35   | 05/03/2011                                 |   |               | A     |  | 11,363   |        | 05/03/201                             | 2 0    | 5/03/2021   | Commo   | n 1:           | 1,363  | \$0   | 11,36  | 3              | D  |  |  |

## **Explanation of Responses:**

1. These are restricted stock units acquired under the NCR Director Compensation Program (the "Compensation Program") as part of the annual equity grant to directors. 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 restricted stock units may be paid only in shares of NCR common stock. The reporting person elected to defer receipt of the common stock underlying the restricted stock units in accordance with the terms of the Compensation Program. The reporting person will receive the common stock following the termination of the reporting person's services as a director.

2. These are stock options granted under the Compensation Program as part of the annual equity grant to directors.

Chanda L. Kirchner, Attorneyin-Fact for Robert P. DeRodes

05/05/2011

\*\* 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.