FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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| vvasiliigtori, | D.C. | 20343 |

or Section 30(h) of the Investment Company Act of 1940

| | OMB APP | ₹O\ |
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| CES IN DENEEICIAL OWNEDSHID | OMB Number: | 3 |

| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See | STATEMENT OF CHANGES IN BENEFICIAL OWN |
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| Instruction 1(b). | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |

VAL 3235-0287 Estimated average burden hours per response: 0.5

| 1. Name and Address of Reporting Person* | | | | 2. Issuer Name and Ticker or Trading Symbol NCR CORP [NCR] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|--|---|--|---|--|---|---|---------|--------------------------------------|---|---------|--|--|---|--|---|---|----------------|--|---------------------------------------|--|
| BOYKIN EDWARD P | | | | | [] | | | | | | | | | X Director | | | 10% O | wner | | |
| (Last) | (F MARINO | irst) | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/28/2004 | | | | | | | | | Officer below) | (give title | | Other (below) | specify | |
| | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | OAST FI | , | 32137 | | | | | | | | | | | | X Form | filed by One | e Repo | orting Perso | on | |
| | | | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | |
| (City) | (S | tate) | (Zip) | | | | | | | | | | | | | | | | | |
| | | Tab | le I - Noi | n-Deriv | ative | e Se | curitie | s Ac | quired, | Dis | posed o | of, or | r Ben | eficial | ly Owne | t | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | | ar) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | , Transaction Dis Code (Instr. 5) | | Dispose | Securities Acquired (A sposed Of (D) (Instr. 3, | | | Benefic Owned | es ially Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | | (A) or (D) Price | | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | |
| Common Stock 04/2 | | | | | 3/2004 | /2004 | | A | | 2,000 A | | A | \$46.2 | 8 4, | 4,000 | | D | | | |
| | | Т | able II - | | | | | | | | osed of onverti | | | | Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution if any (Month/Da | Date, | 4. Transaction Code (Instr. 8) | | n of l | | 5. Date Exercisa Expiration Date Month/Day/Year | | | 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4) | | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4) | s S Illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | | Co | Code | v | (A) | | Date Exercisab | | expiration vate | Title | 0 N 0 | Amount or lumber of Shares | | | | | | |
| Stock Option (Right to | \$46.28 | 04/28/2004 | | | A | | 4,000 | | 04/28/200 | 4 0 | 4/28/2014 | Comi | | 4,000 | \$0 ⁽¹⁾ | 4,000 | | D | | |

Explanation of Responses:

1. The options were granted under the NCR Management Stock Plan and the price is determined at the time the option is exercised.

Nelson F. Greene, Attorney-infact for Edward P. Boykin

04/30/2004

** 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.

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.