FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

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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>Daniels Jennifer</u>				2. Issuer Name and Ticker or Trading Symbol NCR CORP [ NCR ]							ationship of Reportin k all applicable) Director	10% (	wner		
(Last) (First) (Middle) 7 WORLD TRADE CENTER 250 GREENWICH STREET, 35TH FLOOR				3. Date of Earliest Transaction (Month/Day/Year) 03/03/2014							X Officer (give title Other (specify below) SVP, GC and Secretary				
(Street) NEW YORK (City)	NY (State)	10007 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Ind Line) X						
	Т	able I - No	on-Derivat	tive S	Securities Acc	quirec	l, Dis	sposed of,	or Ber	eficially	Owned				
Date			2. Transactio Date (Month/Day/Y	Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		(instr. 4)		
Common Stock			03/03/20:	14		M		30,401(1)	A	\$0	49,927	D			

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

F

S

10,487(2)

3,287(3)

19.914(4)

D

D

D

\$33.36

\$33.36

\$33,47(5)

39,440

36,153

16,239

D

D

D

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	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		Transaction(s) (Instr. 4)		
Restricted Stock Units	\$0 <sup>(1)</sup>	03/03/2014		M			30,401 <sup>(1)</sup>	(1)	(1)	Common Stock	30,401	\$0	0	D	

## **Explanation of Responses:**

Common Stock

Common Stock

Common Stock

- 1. Represents the conversion of restricted stock units that vested on March 3, 2014. The performance related conditions of these restricted units were satisfied on February 25, 2013.
- $2. These shares were withheld to cover tax withholding obligations when 30,401 \ restricted stock units vested on March 3, 2014.$
- 3. These shares were withheld to cover tax withholding obligations when 6,756 restricted stock units vested on March 3, 2014.
- 4. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 12, 2013.

03/03/2014

03/03/2014

03/04/2014

5. Represents the sale of 19,914 shares in 155 transactions at prices ranging from \$33.18 to \$33.86 per share, resulting in a weighted average sales price of \$33.47 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Jennifer M. Daniels 03/05/2014

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.

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