## FORM 4

obligations may continue. See

Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person*  DEPLOYER DODES TO BE T |   |  |   |      |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol NCR CORP [ NCR ] |     |   |                |       |  |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |                           |  |   |  |
|---|---|--|---|------|---|---|-----|---|----------------|-------|--|--|--|---|---------------------------|--|---|--|
| <u>DERODES ROBERT P</u>   |   |  |   |      |   |   | L   |   |                |       |  |  | X Direc  | tor   |                           | 10% Ov   | vner  |  |
| (Last) (First) (Middle) 4875 JETT RD. NW  |   |  |   |      | 3. Date of Earliest Transaction (Month/Day/Year) 09/30/2011 |   |     |   |                |       |  |  | Offic<br>belo  | er (give title<br>v)  |                           | Other (s<br>below)   | specify   |  |
|   |   |  |   |      |   | 4. If Amendment, Date of Original Filed (Month/Day/Year)            |     |   |                |       |  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |                           |  |   |  |
| (Street) ATLANTA GA 30327   |   |  |   |      |   |   |     |   |                |       |  |  | X Form filed by One Reporting Person Form filed by More than One Reporting |   |                           |  |   |  |
| (City)  | (City) (State) (Zip)  |  |   |      |   |   |     |   |                |       |  |  |  | on  | re mai                    | п Опе керо   | rung  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  |   |  |   |      |   |   |     |   |                |       |  |  |  |   |                           |  |   |  |
| 1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)   |   |  |   |      | Execution Da  |   |     | e, Transaction Dis<br>Code (Instr. 5)                         |                | Secur | ities Acquir<br>d Of (D) (Ins  | red (A) or<br>str. 3, 4 a              | nd Secur<br>Benef  | cially<br>I Following   | Form<br>Sollowing (I) (Ir |  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|   |   |  |   |      |   |   |     | Code V  | / Am           | nount | (A) or (D)   |  | Transa   | ction(s)<br>3 and 4)  |                           |  | (Instr. 4)  |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  |   |  |   |      |   |   |     |   |                |       |  |  |  |   |                           |  |   |  |
| 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 Date<br>if any<br>(Month/Day/Ye | Code | action<br>(Instr.   | n of  |     | 6. Date Exercisable an<br>Expiration Date<br>(Month/Day/Year) |                | und   | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Securi<br>(Instr. 3 and 4) |  | 8. Price or<br>Derivative<br>Security<br>(Instr. 5)                        | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s<br>(Instr. 4) | ly                        | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4)               |  |
|   |   |  |   | Code | v   | (A)   | (D) | Date<br>Exercisable   | Expira<br>Date | tion  | Title  | Amount<br>or<br>Number<br>of<br>Shares |  |   |                           |  |   |  |
| Phantom<br>Stock<br>Units <sup>(1)</sup>  | (2)   | 09/30/2011                                 |   | A    |   | 1,111   |     | (3)   | (3)            |       | Common<br>Stock  | 1,111                                  | \$16.89  | 1,111   |                           | D  |   |  |

## **Explanation of Responses:**

- 1. These are stock units acquired under the NCR Director Compensation Program (the "Compensation Program") as part of the reporting person's annual retainer, which is paid quarterly. The reporting person elected to defer receipt of the annual retainer in accordance with the terms of the Compensation Program.
- 2. The phantom stock units are converted into common stock on a one-for-one basis.
- 3. The phantom stock units become payable, in cash or common stock, at the election of the reporting person, following the reporting person's termination of service as a director.

Mary H. Fragola, Attorney-in-10/03/2011 Fact for Robert P. DeRodes

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Jennifer M. Daniels, Mary H. Fragola and Chanda L. Kirchner, signing singly, 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 and/or director of NCR Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 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 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever 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, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions 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 requisite, 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 shall lawfully do or cause to be done by virtue of this 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 of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall revoke any and all other powers of attorney previously executed by the undersigned in connection with his or her capacity as a director or officer of the Company relating to the filing of Forms 3, 4, and 5 under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 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 the foregoing attorneys-infact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of July, 2011.

By: \_/s/ Robert P. DeRodes\_\_\_\_ Robert P. DeRodes