## SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Estimated average burden hours per response: 0.5

1. Name and Addres	ss of Reporting Persor TER J	1*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>NCR CORP</u> [ NCR ]		ionship of Reporting Person all applicable) Director	n(s) to Issuer 10% Owner Other (specify
(Last) 1700 S. PATTER	(First) RSON BOULEVAI	(Middle) RD	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2005	X	Officer (give title below) SVP & Chief Financi	below)
(Street) DAYTON	ОН	45479	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing ( Form filed by One Report Form filed by More than C	ing Person
(City)	(State)	(Zip)			Person	

#### 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)	Code (	3. Transaction Code (Instr. 8) 4. Securities Disposed Of 5)				5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)	
Common Stock	03/01/2005		A		2,700	A	\$38.97	20,706	D		
Common Stock	03/01/2005		F		429(1)	D	\$38.97	20,277	D		
Common Stock	03/01/2005		A		272	A	\$38.97	278(4)	Ι	By wife <sup>(4)</sup>	

# 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. Transa Code ( 8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es d ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$38.97	03/01/2005		A		12,150		(2)	03/01/2015	Common Stock	12,150	<b>\$0</b> <sup>(3)</sup>	12,150	D	
Employee Stock Option (Right to Buy)	\$38.97	03/01/2005		A		3,351		(2)	03/01/2015	Common Stock	3,351	<b>\$0</b> <sup>(3)</sup>	3,351	I	By wife

Explanation of Responses:

1. These shares were retained by NCR Corporation to cover tax withholding obligations when 1,332 restricted shares became freely transferrable.

2. The option vests in four equal annual installments beginning March 1, 2006.

3. The options were granted under the NCR Management Stock Plan.

4. Includes 6 shares held indirectly by the reporting person through NCR's 401(k) Plan.

### Nelson F. Greene, Attorney-in-

fact for Peter J. Bocian

03/03/2005

\*\* 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.