

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to 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* <b>GAGLIARDI GERALD</b>			2. Issuer Name and Ticker or Trading Symbol <b>NCR CORP [ NCR ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/23/2005</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1700 S. PATTERSON BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>DAYTON OH 45479</b>								
(City) (State) (Zip)								

**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)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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				
Common Stock	08/23/2005		M		13,334	A	\$12.7225	54,133.8761	D		
Common Stock	08/23/2005		M		26,000	A	\$24.0925	80,133.8761	D		
Common Stock	08/23/2005		M		10,666	A	\$13.67	90,799.8761	D		
Common Stock	08/23/2005		S		50,000	D	\$35.1574	40,799.8761	D		

**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. 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 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)	\$12.7225 <sup>(1)</sup>	08/23/2005		M			13,334	(2)	07/29/2012	Common Stock	13,334 <sup>(3)</sup>	\$0	0	D	
Employee Stock Option (Right to Buy)	\$24.0925 <sup>(4)</sup>	08/23/2005		M			26,000	(5)	02/01/2011	Common Stock	100,000 <sup>(6)</sup>	\$0	74,000 <sup>(6)</sup>	D	
Employee Stock Option (Right to Buy)	\$13.67 <sup>(7)</sup>	08/23/2005		M			10,666	(8)	08/04/2013	Common Stock	21,334 <sup>(9)</sup>	\$0	10,668 <sup>(9)</sup>	D	

**Explanation of Responses:**

- Previously reported price was \$25.45. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$25.45 split to \$12.7225.
- The option vests in 3 equal annual installments beginning on 07/29/2003.
- Previously reported number of securities was 20,000. On February 12, 2004, 6,666 of these options were exercised and on September 19, 2004, 6,667 of these options were exercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the unexercised number of securities of 6,667 options increased to 13,334 options, all of which are being exercised.
- Previously reported price was \$48.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$48.19 split to \$24.0925.
- The option vests in 3 equal annual installments beginning on February 1, 2002.
- Previously reported number of securities was 100,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported 100,000 securities increased to 200,000, of which 50,000 were exercised in February 2005, 50,000 were exercised in May 2005, and 26,000 are being exercised at this time.
- Previously reported price was \$27.34. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$27.34 split to \$13.67.
- The option vests in three equal annual installments beginning August 4, 2004.
- Previously reported number of securities was 16,000. In September 2004, 5,333 of these options were exercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 10,667 increased to 21,334, 10,666 of which are being exercised at this time.

Nelson F. Greene, Gerald Gagliardi 08/24/2005  
 \*\* 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.

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