Employee Stock Option (Right to Buy)

\$13.67

03/30/2005

A⁽²⁾

18,332

(2)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287 OMB Number: Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

mstruc	tion 1(b).			File						es Exchange npany Act of		34			<u> </u>			
	nd Address of	Reporting Person*	,		2. Issu	er Name a	and Ticker	r or Tradii						ationship of k all applicat Director		Persor	n(s) to Issue	
(Last) (First) (Middle) 1616 STAFFORD SPRINGS PLACE						3. Date of Earliest Transaction (Month/Day/Year) 03/30/2005							X Officer (give title Other (specify below) President and CEO					pecify
(Street) CENTERVILLE OH 45458						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	?)	State)	(Zip)															
Table I - Non-Deriv 1. Title of Security (Instr. 3) 2. Transa Date (Month/D					ction	2A. Dee Executi	2A. Deemed Execution Date,		3. 4. Securities A			S Acquired (A) or f (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
					c				v	Amount	(A) or (D)		ce	Reported Transaction(s) (Instr. 3 and 4)		(7 ((Instr. 4)
Common Stock 03/30					/2005			D		114,343	(1) D		(1)	100,665			D	
			Table II -	Derivat (e.g., p	ive Souts, ca	ecuritie alls, wa	s Acqu irrants,	ired, D option	ispo s, c	osed of, convertible	or Benef le secur	ficial ities	ly Ov)	vned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	3A. Deemed 4. Execution Date, Transact		saction Derivative		6. Date I Expirati (Month/I	on Da			ties 1g e Secu		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownershij (Instr. 4)
				Code	· V	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amo or Num of Si			Reported Transact (Instr. 4)	tion(s)		
Employee Stock Option (Right to Buy)	\$12.7225	03/30/2005		D ⁽²⁾			75,000	(2)		07/28/2012	Common Stock	75,	,000	\$0 ⁽³⁾	0		D	
Employee Stock Option (Right to Buy)	\$12.7225	03/30/2005		A ⁽²⁾		50,000		(2)		06/28/2005	Common Stock	50,	,000	\$0 ⁽³⁾	50,0	00	D	
Employee Stock Option (Right to Buy)	\$13.785	03/30/2005		D ⁽²⁾			100,000	(2)		09/08/2012	Common Stock	100	,000	\$0 ⁽³⁾	0		D	
Employee Stock Option (Right to Buy)	\$13.785	03/30/2005		A ⁽²⁾		66,666		(2)		06/28/2005	Common Stock	66,	,666	\$0 ⁽³⁾	66,666		D	
Employee Stock Option (Right to Buy)	\$9.675	03/30/2005		D ⁽²⁾			55,000	(2)		02/02/2013	Common Stock	55,	,000	\$0 ⁽³⁾	0		D	
Employee Stock Option (Right to Buy)	\$9.675	03/30/2005		A ⁽²⁾		36,666		(2)		06/28/2005	Common Stock	36,	,666	\$0 ⁽³⁾	36,6	66	D	
Employee Stock Option (Right to Buy)	\$9.1275	03/30/2005		D ⁽²⁾			100,000	(2)		03/13/2013	Common Stock	100),000	\$0 ⁽³⁾	0		D	
Employee Stock Option (Right to Buy)	\$9.1275	03/30/2005		A ⁽²⁾		66,666		(2)		06/28/2005	Common Stock	66,	,666	\$0 ⁽³⁾	66,6	66	D	
Employee Stock Option (Right to	\$13.67	03/30/2005		D ⁽²⁾			55,000	(2)		08/03/2013	Common Stock	55,	,000	\$0 ⁽³⁾	0		D	

Common Stock

18,332

\$0⁽³⁾

18,332

D

06/28/2005

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)	xecution Date, any Transaction Code (Instr.		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 an of Securit Underlyin Derivative (Instr. 3 an	g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V (A) (D) Exercisable Expiration Date Expiration Date Title Of Shares			Reported Transaction(s) (Instr. 4)							
Employee Stock Option (Right to Buy)	\$22.65	03/30/2005		D ⁽²⁾			200,562	(2)	02/28/2014	Common Stock	200,562	\$0 ⁽³⁾	0	D	
Employee Stock Option (Right to Buy)	\$22.65	03/30/2005		A ⁽²⁾		66,854		(2)	06/28/2005	Common Stock	66,854	\$0 ⁽³⁾	66,854	D	
Employee Stock Option (Right to Buy)	\$38.97	03/30/2005		D ⁽⁴⁾			184,094	(4)	(4)	Common Stock	184,094	\$0 ⁽³⁾	0	D	
Employee Stock Option (Right to Buy)	\$25.8125	03/30/2005		D ⁽²⁾			70,000	(2)	07/14/2009	Common Stock	70,000	\$0 ⁽³⁾	0	D	
Employee Stock Option (Right to Buy)	\$25.8125	03/30/2005		A ⁽²⁾		70,000		(2)	06/28/2005	Common Stock	70,000	\$0 ⁽³⁾	70,000	D	
Employee Stock Option (Right to Buy)	\$19.4351	03/30/2005		D ⁽²⁾			150,000	(2)	02/02/2010	Common Stock	150,000	\$0 ⁽³⁾	0	D	
Employee Stock Option (Right to Buy)	\$19.4351	03/30/2005		A ⁽²⁾		150,000		(2)	06/28/2005	Common Stock	150,000	\$0 ⁽³⁾	150,000	D	
Employee Stock Option (Right to Buy)	\$19.5469	03/30/2005		D ⁽²⁾			100,000	(2)	09/06/2010	Common Stock	100,000	\$0 ⁽³⁾	0	D	
Employee Stock Option (Right to Buy)	\$19.5469	03/30/2005		A ⁽²⁾		100,000		(2)	06/28/2005	Common Stock	100,000	\$0 ⁽³⁾	100,000	D	
Employee Stock Option (Right to Buy)	\$22.2344	03/30/2005		D ⁽²⁾			150,000	(2)	01/25/2011	Common Stock	150,000	\$0 ⁽³⁾	0	D	
Employee Stock Option (Right to Buy)	\$22.2344	03/30/2005		A ⁽²⁾		150,000		(2)	06/28/2005	Common Stock	150,000	\$0 ⁽³⁾	150,000	D	
Employee Stock Option (Right to Buy)	\$20.595	03/30/2005		D ⁽²⁾			75,000	(2)	01/23/2012	Common Stock	75,000	\$0 ⁽³⁾	0	D	
Employee Stock Option (Right to Buy)	\$20.595	03/30/2005		A		75,000		(2)	06/28/2005	Common Stock	75,000	\$0 ⁽³⁾	75,000	D	

Explanation of Responses:

- $1. \ These \ unvested \ shares \ of \ restricted \ stock \ were \ for feited \ by \ the \ reporting \ person \ upon \ his \ resignation \ from \ the \ Company.$
- 2. Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement options. The option originally expired 59 days after the termination of grantee's employment. This provision was amended so that the vested portion of the stock options remain exercisable for 90 days following the termination of grantee's employment.
- 3. The options were granted under the NCR Management Stock Plan.
- 4. The entire amount of this unvested stock option was forfeited following the termination of grantee's employment.

Nelson F. Greene, Attorney-infact for Mark V. Hurd

04/01/2005

** 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.