SEC Form 4	
------------	--

 $\square$ 

### 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 hours per response: 0.5

1. Nume and Address of Reporting Leson			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>NCR CORP</u> [ NCR ]	5. Relat (Check	on(s) to Issuer 10% Owner		
(Last) (First) (Middle) 1700 S. PATTERSON BOULEVARD		( )	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2009	X	Officer (give title below) Sr. V.P., Global Op	Other (specify below) Operations	
(Street)	ОН	45479	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo		
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting	

#### 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. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 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)		(1150.4)
Common Stock	02/23/2009		A		1,943	Α	\$8.45	17,187	D	
Common Stock	02/23/2009		F		657(1)	D	\$8.45	16,530	D	
Common Stock	02/23/2009		A		7,979	Α	\$8.45	24,509	D	
Common Stock	02/23/2009		F		2,926 <sup>(2)</sup>	D	\$8.45	21,583	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. Transa Code ( 8)		of Deriv Secur Acqu (A) or Dispo of (D)	Derivative (Month/Day/Year) securities coquired A) or Disposed of (D) Instr. 3, 4			7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				

Explanation of Responses:

1. These shares were withheld to cover tax withholding obligations when 1,943 performance-based restricted shares vested on February 23, 2009.

2. These shares were withheld to cover tax withholding obligations when 7,979 performance-based restricted shares vested on February 23, 2009.

Nelson F. Greene, Attorney-in-02/25/2009 fact for Peter A. Dorsman

\*\* 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.