PROXY STATEMENT AND
NOTICE OF ANNUAL MEETING
APRIL 15, 1999

March [3], 1999

Dear NCR Stockholder:

I am pleased to invite you to attend NCR's 1999 Annual Meeting of Stockholders on Thursday, April 15, 1999. The meeting will begin promptly at 9:30 a.m. local time in the Auditorium of Building B at NCR's Sugar Camp Education Center, located at 101 W. Schantz Avenue in Dayton, Ohio.

This booklet includes the formal notice of the meeting and the proxy statement. The proxy statement tells you more about the agenda and procedures for the meeting. It also describes how the Board operates and gives personal information about our director candidates. A form of proxy for voting at the meeting and our 1998 annual report to stockholders are included with this booklet.

Please note that management is requesting that you approve an important item of business in addition to the election of directors and approval of the appointment of our independent accountants. The Board unanimously recommends that NCR's charter be amended to effect a reverse stock split followed immediately by a forward stock split. This will cash out registered stockholders holding fewer than 10 shares of NCR common stock. We describe this transaction, which will benefit both small stockholders in the Company and NCR, more fully in the proxy statement.

I look forward to sharing more information with you about NCR at the annual meeting. If you plan to attend the meeting, please complete and return to NCR the meeting reservation request form printed on the back of this booklet.

Your vote is important. Whether or not you plan to attend the annual meeting, I urge you to vote your proxy as soon as possible so that your stock may be represented at the meeting.

Sincerely,

Lars Nyberg
Chairman of the Board and
Chief Executive Officer

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF NCR CORPORATION

Time:

9:30 a.m. local time

Date:

Thursday, April 15, 1999

Place:

Auditorium of Building B
NCR's Sugar Camp Education Center
101 W. Schantz Avenue
Dayton, Ohio 45479

Purpose:

- elect Class C directors to hold office for three-year terms;
- elect a Class B director to hold office for a two-year term;
- act on a proposal to amend the Company's charter to effect a reverse stock split followed by a forward stock split of NCR's common stock;

- approve the appointment of PricewaterhouseCoopers LLP as independent accountants for 1999;

- vote on a stockholder proposal regarding executive compensation; and

- transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

Other Important Information:

- Only registered stockholders of NCR common stock at the close of business on February 8, 1999, may vote at the meeting.

- Your shares cannot be voted unless they are represented by proxy or you make other arrangements to have them represented at the meeting. Please vote your shares.

By order of the Board of Directors,

Laura K. Nyquist
Corporate Secretary

March [3], 1999

YOUR VOTE IS IMPORTANT

Stockholders of record (also referred to as "registered stockholders") can vote one of two ways:

(a) Via the Internet:	Visit the web site listed on your proxy card to vote via the Internet.
(b) By Mail:	Mark, sign, date, and mail your proxy card to our transfer agent, Boston EquiServe, in the enclosed postage-paid envelope.

If your shares are held in "street" name in the custody of a bank, broker or other holder of record (referred to as a nominee), that means your shares are registered in the name of the nominee. As a result, you will receive voting instructions from your nominee. Some nominees, such as banks and brokers, may offer telephone and/or Internet voting.

ELIMINATE DUPLICATE MAILINGS

The Securities and Exchange Commission's rules require us to provide an annual report to stockholders who receive this proxy statement. If you are a registered stockholder and have more than one account in your name or have the same address as other registered stockholders, you may authorize NCR to discontinue mailings of multiple annual reports. If you do this, not only will you stop duplicate mailings, but you will also save the Company money. To discontinue mailings of multiple annual reports, please mark the designated box on the appropriate proxy card(s), or follow the prompts if you are a registered stockholder voting via the Internet.

If you own your shares in record name and in street name, you may also eliminate multiple mailings of annual reports by contacting your bank or broker.

Most stockholders may also view future proxy statements and annual reports over the Internet rather than receiving paper copies in the mail. Please see the proxy statement and your proxy and voting instruction card or contact your nominee for further information.

NCR Corporation
1700 S. Patterson Blvd.
Dayton, Ohio 45479

PROXY STATEMENT

GENERAL INFORMATION

We are delivering these proxy materials to solicit proxies on behalf of the Board of Directors of NCR Corporation (which we refer to as "NCR," the "Company," "we," or "us"), for the 1999 Annual Meeting of Stockholders, including any adjournment or postponement. The meeting will be held on April 15, 1999, in Dayton, Ohio.

We are mailing this proxy statement, together with a form of proxy and voting instruction card, and the Company's annual report for the year ended December 31, 1998, starting March [3], 1999, to stockholders entitled to vote at the meeting.

Stockholders Entitled to Vote at the Meeting

If you are a registered stockholder at the close of business on the record date, February 8, 1999, you are entitled to receive this notice and to vote at the meeting. There were [   ] shares of common stock outstanding on the record date. You will have one vote for each share of NCR common stock you own on each matter properly brought before the meeting.

How to Eliminate Duplicate Mailings

If you have stock in multiple accounts, you may receive more than one annual report. If you like, you may reduce the number of reports that you receive and save the Company the cost of producing and mailing these extra reports. You may authorize us to discontinue mailing extra reports, by marking the appropriate box on the proxy card for selected accounts, making sure that at least one account continues to receive an annual report. Eliminating these duplicate mailings will not affect receipt of future proxy statements and proxy cards. To resume the mailing of an annual report to an account, please call the NCR stockholder services number, 1-800-NCR-2303 (1-800-627-2303).

If you own NCR common stock beneficially through a nominee (such as a bank or broker) and receive more than one NCR annual report, please consider giving permission to your nominee to eliminate duplicate mailings.

Electronic Access to Proxy Materials and Annual Report

These proxy materials and NCR's 1998 annual report are available on an Internet site at http://www.[   ]. Most stockholders can elect to view future proxy statements and annual reports over the Internet instead of receiving paper copies in the mail.

If you are a registered stockholder, you can choose this option and save the Company the cost of producing and mailing these documents by following the instructions provided on your proxy card or following the prompt if you choose to vote over the Internet. If you hold your NCR stock in nominee name (such as through a bank or broker), check the information provided by your nominee for instructions on how to elect to view future proxy statements and annual reports over the Internet.

If you are a registered stockholder and choose to view future proxy statements and annual reports over the Internet, you will receive an e-mail next year with instructions containing the Internet address of those materials.

Most stockholders who hold their NCR stock through a nominee (such as a bank or broker) and who elect electronic access will also receive an e-mail next year containing the Internet address to use to access NCR's proxy statement and annual report.

How to Vote Your Shares

Your vote is important. Your shares can be voted at the annual meeting only if you are present in

person or represented by proxy. Even if you plan to attend the meeting, we urge you to vote. If you own your shares in record name, you may cast your vote one of two ways:

. Vote by Internet: You can choose to vote your shares over the Internet site listed on your proxy card. This site will give you the opportunity to make your selections and confirm that your instructions have been followed. We have designed our Internet voting procedures to authenticate your identity by use of a unique control number found on the enclosed proxy card. If you vote via the Internet, you do not need to return your proxy card.

- Vote by Mail: If you choose to vote by mail, simply mark your proxy, and then date, sign, and return it to Boston EquiServe in the postage-paid envelope provided.

Stockholders who hold their shares beneficially in street name through a nominee (such as a bank or broker) may be able to vote by telephone or the Internet as well as by mail. You should follow the instructions you receive from your nominee to vote these shares.

How to Revoke Your Proxy

You may revoke your proxy at any time before it is voted at the meeting by:

- properly executing and delivering a later-dated proxy;

- voting by ballot at the meeting; or

- sending a written notice of revocation to the inspectors of election in care of the Corporate Secretary of the Company at the above address.

Voting at the Annual Meeting

The method by which you vote will in no way limit your right to vote at the meeting if you later decide to attend in person. If you hold your shares in street name, you must obtain a proxy executed in your favor from your nominee (such as a bank or broker) to be able to vote at the meeting.

Your shares will be voted at the meeting as directed by the instructions on your proxy card if: (1) you are entitled to vote, (2) your proxy was properly executed, (3) we received your proxy prior to the annual meeting; and (4) you did not revoke your proxy prior to the meeting.

The Board's Recommendations

If you send a properly executed proxy card without specific voting instructions, we will vote your shares represented by that proxy as recommended by the Board of Directors:

- FOR the election of the nominated slate of directors (see pages 5 to 9);

- FOR the approval of the amendment to NCR's charter to effect a reverse split followed by a forward split of NCR's common stock (see pages 9 to 18);

- FOR the approval of the appointment of PricewaterhouseCoopers LLP as the Company's independent accountants for 1999 (see page 18); and

- AGAINST the stockholder proposal on executive compensation (see pages 19 to 20).

Voting Shares Held in Employee Savings Plans

If you are a participant in the NCR Savings Plan, your proxy includes any NCR common stock allocated to your plan account. The trustee of this plan will vote the number of shares allocated to your account according to your instructions. If you do not return your proxy representing your allocated shares in the NCR Savings Plan, the trustee will vote those shares in accordance with the terms of the plan.

As you probably know, NCR was previously a wholly-owned subsidiary of AT&T Corp. ("AT&T") from 1991 until the end of 1996. On December 31, 1996, AT&T distributed all of its shares of NCR common stock to AT&T's stockholders and NCR became a publicly-traded company. We refer to this transaction as the "spinoff." In 1996 and 1997, AT&T also spun off Lucent Technologies Inc. and sold AT&T Capital Corporation. As a result, you may hold shares of NCR common stock through other savings plans. If so, you may receive separate voting instructions from those plans' administrators and your shares will be voted in accordance with the terms of each of those plans. Please sign and return those instructions promptly to be sure those shares are represented at the annual meeting.

Votes Required to Approve Each Item

The presence at the meeting (in person or by proxy) of the holders of at least a majority of the shares outstanding on the record date, February 8, 1999, is necessary to have a quorum allowing us to conduct business at the meeting.

The following votes are required to approve each item of business at the meeting:

- Election of Directors: A majority of the votes cast at the meeting (in person or by proxy) is required to approve the election of the directors (Item 1).

- Charter Amendment: Approval of the proposed amendment to the Company's charter to effect the reverse stock split requires the affirmative vote by the holders of a majority of the shares outstanding and entitled to vote at the meeting (Item 2).

- Other Items: A majority of the votes cast at the meeting (in person or by proxy) is required to approve the other items of business (Items 3 and 4 and any other business).

Broker "no-votes" and abstentions have no effect on the outcome of the vote for the election of directors or any other items, except that they will have the effect of a negative vote on the proposal to amend NCR's charter (Item 2). Broker "no-votes" occur when a nominee (such as a bank or broker) returns a proxy, but does not have the authority to vote on a particular proposal because it has not received voting instructions from the beneficial owner.

Annual Meeting Admission

You may attend the meeting if you are a registered stockholder, a proxy for a registered stockholder, or a beneficial owner of NCR common stock with evidence of ownership. If you plan to attend the meeting in person, please complete and return to NCR's Corporate Secretary the meeting reservation request form printed on the back of this booklet. If you are not a registered stockholder, please include evidence of your ownership of NCR stock with the form (such as an account statement showing you own NCR stock as of the record date). If you do not have a reservation for the meeting, you may still attend if we can verify your stock ownership at the meeting.

We will include the results of the meeting in NCR's next quarterly report filed with the Securities and Exchange Commission ("SEC"). You may also find information on how to obtain a full transcript of the meeting in that quarterly report or by writing to NCR's Corporate Secretary at NCR Corporation, 1700 South Patterson Blvd., Dayton, Ohio 45479.

STOCK OWNERSHIP

Ownership by Officers and Directors

This table shows the NCR stock beneficially owned by each executive officer named in the Summary Compensation Table found on page   and each non-employee director as of December 31, 1998. No individual director or executive officer beneficially owns 1% or more of NCR's stock, nor do the directors and executive officers as a group.

Name	Shares Beneficially Owned(1)	Shares Covered by Exercisable Options(2)	Shares Covered by Restricted Stock Units(3)

Lars Nyberg, Director and Officer...	
Mr. Eisenman, Officer..............	
Anthony Fano, Officer..............	
David R. Holmes, Director (4).......	4,473
Linda Fayne Levinson, Director (4)..	4,473
James R. Long, Director (4).........	
Per-Olof Loof, Officer.............	
Ronald A. Mitsch, Director (4)......	4,473
C.K. Prahalad, Director............	4,473
James O. Robbins, Director (4)(5)...	4,473
William S. Stavropoulos, Director (4)	4,473
Hideaki Takahashi, Officer.........	
Directors and Executive Officers as a Group ([#] persons)(6)..........	

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(1) Some of NCR's executive officers and directors own fractional shares of NCR stock. For purposes of this table, all fractional shares have been rounded to the nearest whole number.

(2) This column shows those shares the officers and directors have the right to acquire through stock option exercises within 60 days after December 31, 1998.

(3) This column shows those shares which may be acquired within 60 days of December 31, 1998, pursuant to vested restricted stock units awarded under NCR's employee incentive compensation plans.

(4) Upon election to the board, each director received an initial grant of NCR common stock with a value of $60,000 at the time of grant and was given the opportunity to defer immediate receipt of the grant. Of those directors who elected to defer receipt of this grant, the table includes 1,795 units based on NCR common stock equivalents for each of Messrs. Holmes, Mitsch, Robbins, and Stavropoulos and Ms. Levinson, and 1,928 units based on NCR common stock equivalents for Mr. Long. These units are held in deferred stock accounts as set forth below under the caption "Compensation of Directors." These deferred stock accounts are paid in stock. In addition, some directors have also elected to receive some or all of their annual retainer as deferred NCR common stock equivalents. As a result of this election, these directors each received the following number of stock units in deferred stock accounts: Mr. Holmes (1,658); Mr. Long (181); Dr. Mitsch (1,658); Mr. Robbins (1,658); and Mr. Stavropoulos (1,658). These deferred stock accounts are paid in either cash or stock, as elected by the director. The table does not include the deferred retainer amounts held in these deferred stock accounts.

(5) [Includes [ ] shares held by [ ] for which he disclaims any beneficial interest.]

(6) [Includes [ ] shares held by [ ] of one of the executive officers for which he disclaims any beneficial interest.]

Largest Owners of NCR Stock

As of February , 1999, NCR knew that the following companies beneficially owned more than 5% of the Company's outstanding stock. The percentage of stock owned by such holders is based on the total outstanding shares of stock as of December 31, 1998.

Name and Address of Beneficial Owner	Total Number of Shares	Percent of Class
[Dodge & Cox Incorporated................................ One Sansome Street, 35th Floor San Francisco, California 94104	(1)	%]
Putnam Investments, Inc.(2)............................ One Post Office Square Boston, Massachusetts 02109	5,095,325(3)	5.00%

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(1) [Based on the Schedule 13G filed by Dodge & Cox Incorporated with the SEC, dated , 1999. According to the Schedule 13G filed by Dodge &

Cox, it has investment power over shares as an investment adviser and shared voting power over shares held by institutional clients.]

(2) Based on the Schedule 13G filed by Putnam Investments, Inc. ("Putnam") with the SEC, dated [November 10, 1998], on behalf of itself and its parent holding company, Marsh & McLennan Companies, Inc., and two of Putnam's wholly-owned subsidiaries. The first subsidiary, Putnam Investment Management, Inc., is a registered investment adviser that manages accounts for the benefit of its mutual fund clients. The other subsidiary, The Putnam Advisory Company, Inc., is a registered investment adviser that manages accounts for its institutional clients.

(3) According to the Schedule 13G filed by Putnam, Putnam Investment Management has investment power over 5,091,991 shares as an investment adviser. The Schedule 13G also reports that Putnam Advisory Company has investment power over 3,334 shares as an investment adviser and shared voting power over 5,502 shares held by institutional clients.

ELECTION OF THREE CLASS C DIRECTORS AND ONE CLASS B DIRECTOR
(Item 1 on Proxy Card)

The Board of Directors is currently divided into three classes of directors. Directors hold office for staggered terms of three years (or less if they are filling a vacancy) and until their successors are elected and qualified. One of the three classes is elected each year to succeed the directors whose terms are expiring. Class C directors will be elected at the annual meeting to serve for a term expiring at the annual meeting in the year 2002. The terms for the directors in Class A expire in 2000. The Class B directors' terms will expire in 2001.

Proxies solicited by the board will be voted for the election of the nominees, unless you withhold your vote on your proxy card. The board has no reason to believe that these nominees will be unable to serve. However, if any one of them should become unavailable, the board may reduce the size of the board or designate a substitute nominee. If the board designates a substitute, shares represented by proxies will be voted for the substitute nominee.

The Board recommends that you vote FOR each of the following nominees for election as directors:

Class C--Nominees for Terms Expiring in 2002:

NCR's Board of Directors has proposed the following nominees for election as Class C directors at the annual meeting. Each of the nominees has consented to serve a three-year term.

Ronald A. Mitsch, 64, was the Vice Chairman and Executive Vice President of 3M, a global, diversified manufacturing company from 1995 until November 1, 1998. Dr. Mitsch was also 3M's Executive Vice President, Industrial and Consumer Markets and Corporate Services, from 1991 until November 1, 1998. Dr. Mitsch will remain a director of 3M until May 1999. He is also a director of Lubrizol Corporation and Shigematsu Works Inc., Tokyo, Japan. He became a director of NCR on January 1, 1997.

C.K. Prahalad, 57, is a Professor of Business Administration at The University of Michigan. Professor Prahalad is a specialist in corporate strategy and the role of top management in large, diversified, multi-national corporations. He is also a director of OIS Optical Imaging Systems, Inc. and became a director of NCR on January 1, 1997.

William S. Stavropoulos, 59, has been President and Chief Executive Officer of The Dow Chemical Co., a chemical and plastics producer, since 1995. Mr. Stavropoulos became President of Dow Chemical in 1993, and was its Chief Operating Officer from 1993 to 1995. He was a Senior Vice President at Dow Chemical from 1991 to 1993, and President of Dow U.S.A. from 1990 to 1993. Mr. Stavropoulos is also a director of Dow Corning Corporation, BellSouth Corporation, and Chemical Financial Corporation. He became a director of NCR on January 1, 1997.

Class B--Nominee for Term Expiring in 2001:

In October 1998, the Board of Directors increased the number of directors on the board from seven to eight members. This action created a vacant board position. The board then elected James R. Long as a Class B director to fill this vacancy until the 1999 annual meeting. The board has nominated Mr. Long for election as a Class B director at the annual meeting. Mr. Long has consented to serve a two-year term expiring in 2001.

James R. Long, 56, has been Executive Vice President for Northern Telecom Ltd. ("Nortel") and President of its Enterprise Networks business since June 1991. Mr. Long has worldwide responsibility for development, manufacturing, sales and marketing of Nortel's portfolio of voice communication products and related solutions designed for enterprise customers. Prior to 1991, he was president of Nortel World Trade, Group Executive Asia, and Corporate Vice President of Quality. Before joining Northern Telecom, Mr. Long spent 25 years with IBM Corporation in a variety of sales, marketing and management capacities. Mr. Long is also a director of Williams Communications Solutions and Matra Nortel Communications. He became a director of NCR on October 16, 1998.

Directors Whose Terms of Office Continue

The individuals listed below are presently serving as directors.

Class A--Terms Expire in 2000:

Lars Nyberg, 47, has been Chairman, Chief Executive Officer, and President of NCR since June 1, 1995. Before joining NCR, from 1993 to 1995, Mr. Nyberg was Chairman and Chief Executive Officer of the Communications Division for Philips Electronics NV, an electronics and electrical products company. He also served as a member of the Philips Group Management Committee during that time. In 1992, Mr. Nyberg was appointed Managing Director, Philips Consumer Electronics Division. From 1990 to 1992, he was the Chairman and Chief Executive Officer of Philips Computer Division. Mr. Nyberg became a director of NCR in 1995.

David R. Holmes, 58, has been President and Chief Executive Officer of The Reynolds and Reynolds Company since 1989 and its Chairman since August 1990. He joined Reynolds and Reynolds, a provider of information management systems and services to the automotive, health-care, and general business markets, in 1984 as Senior Vice President of its Computer Systems Division. Prior to joining

Reynolds and Reynolds, he was Vice President and General Manager at Nabisco Brands, Inc. Mr. Holmes is a director of The Dayton Power & Light Company and Wright Health Associates, Inc. Mr. Holmes became a director of NCR on January 1, 1997.

James O. Robbins, 56, has served as President and Chief Executive Officer of Cox Communications, Inc., a broadband communications company, since May 1994. Prior to that time, he was President of the Cable Division of Cox Enterprises, Inc., from 1985 to 1994. Before joining Cox in 1983, he was Senior Vice President of Operations, Western Region, for Viacom Communications, Inc. Mr. Robbins is a director of Cox Communications, Inc., and is a representative on the Partnership Board managing Sprint Spectrum, L.P. He became a director of NCR on January 1, 1997.

Class B--Term Expires in 2001:

Linda Fayne Levinson, 57, has been a principal with Global Retail Partners, a private equity investment fund investing in start-up and early-stage retail and electronic commerce companies since 1997. She is also President of Fayne Levinson Associates, an independent consulting firm she founded in 1994 that advises both major corporations and start-up entrepreneurial ventures in the areas of strategy, market, and corporate development. In 1993, Ms. Levinson was an executive with Creative Artists Agency Inc. From 1989 to 1992, she was a partner in the merchant banking operations of Alfred Checchi Associates, Inc. She is also a director of Genentech, Inc., Administaff, Inc., and Jacobs Engineering Group Inc. Ms. Levinson became a director of NCR on January 1, 1997.

The Board of Directors

The Board of Directors oversees the overall performance of the Company on your behalf. Members of the board stay informed of the Company's business through discussions with the Chairman and other members of management and staff, by reviewing materials provided to them, and by participating in board and committee meetings. The board met six times last year and held 14 committee meetings. On average, the directors attended 90% of the total board and committee meetings held in 1998. Mr. Holmes attended less than 75% of the aggregate of total board meetings and committee meetings for the committee on which he served in 1998.

Committees of the Board

NCR's Board of Directors has four committees: the Audit and Finance Committee, the Compensation Committee, the Committee on Directors, and the Executive Committee.

Board Committee Membership

Name	Executive Committee	Compensation Committee	Audit and Finance Committee	Committee on Directors
Lars Nyberg....................	X*			X
David R. Holmes................		X		
Linda Fayne Levinson...........		X		X*
James R. Long..................				
Ronald A. Mitsch...............	X	X*		X
C.K. Prahalad..................	X		X	
James O. Robbins...............			X	
William S. Stavropoulos........	X		X*	
Number of meetings in 1998......	0	7	4	3

*Chair

Audit and Finance Committee: This committee meets with management to review the adequacy of the Company's financial, accounting, and reporting control processes as well as the scope and results of audits performed by NCR's independent accountants and internal auditors. In addition, the Audit and Finance Committee:

- reviews treasury matters such as NCR's cash position and capital structure, pension and profit sharing plans, and NCR's risk management policies and practices
- reviews NCR's capital appropriation plans and other significant financial matters affecting the Company
- recommends the appointment of the Company's independent accountants to the board.

Compensation Committee: This committee reviews and approves NCR's compensation philosophy and programs covering executive officers and key management employees as well as the competitiveness of NCR's total executive officer compensation practices. The committee also:

- reviews the performance levels of NCR's executive officers
- determines base salaries and equity and incentive awards for NCR's executive officers
- makes recommendations to the board concerning the directors' compensation
- reviews NCR's executive compensation plans
- reviews management's proposals to make significant organizational changes or significant changes to existing executive officer compensation plans

. oversees NCR's plans for management succession.

Committee on Directors: This committee establishes procedures for the selection, retention, and performance evaluation of directors; reviews board governance procedures; and reviews the Company's ethics and compliance program. The committee also reviews the composition of NCR's Board of Directors and the qualifications of persons identified as prospective directors, recommends the candidates to be nominated for election as directors, and, in the event of a vacancy on the board, recommends any successors. The Committee on Directors recommended this year's director nominations at its December 1998 meeting.

Executive Committee: This committee has the authority to exercise all powers of the full Board of Directors, except that it does not have the power, among other things, to declare dividends, issue stock, amend the Bylaws when the Board is not in session, recommend to the stockholders any action that requires stockholder approval, or approve any merger or share exchange which requires stockholder approval. This committee will meet between regular board meetings if urgent action is required.

Compensation of Directors

Mr. Nyberg does not receive any extra pay for serving as a director on NCR's board. Each of NCR's non-employee directors receives an annual retainer of $30,000. This retainer is payable for the year beginning on the date of NCR's annual meeting and ending on the day before the next such meeting. The retainer is payable quarterly in equal installments as long as the director is still serving on NCR's board. If a director resigns or is terminated, he or she will forfeit any future installments of the annual retainer.

The directors may elect to receive all or a portion of their annual retainer in NCR stock instead of cash. In addition, the directors may choose to defer receipt of this stock (a) until he or she resigns or is no longer a director, (b) until five or ten years after it is payable, or (c) in one to five equal annual installments, beginning either the year after the retainer is earned, or the year following the date of termination as a director.

The Company maintains stock unit accounts based on NCR stock for deferred stock payments. Dividend payments on NCR stock equivalents, if any, will be reinvested in additional deferred stock units. Deferred stock payments may be paid in cash or in stock. A director who leaves the board prior to the date of payment of deferred stock units may elect, prior to termination, to convert the deferred stock units to a deferred cash account.

Upon joining the board, each of the non-employee directors received an initial grant of NCR common stock with a value equal to $60,000. These directors had the option of receiving this stock

immediately or deferring receipt in the same manner available for deferring their annual retainer, however, these deferred stock accounts are paid only in stock. If deferred, a stock unit account is maintained for each participating director.

In addition, NCR also pays a pays a portion of director compensation in stock options. Each non-employee director receives stock option grants effective on the date of the annual meeting. The options have an exercise price of the fair market value of the stock on the grant date and are fully vested on the grant date. In 1998, the non-employee directors, except for Mr. Long, received options for 2,023 shares of NCR common stock.

Section 16(a) Beneficial Ownership Reporting Compliance

All executive officers and directors of the Company timely filed the reports required under Section 16(a) of the Securities Exchange Act of 1934, as amended, during 1998; except that, due to administrative oversight, Mr. Takahashi failed to file one Form 4 on a timely basis to report one transaction. The transaction was reported immediately upon discovery of the oversight.

PROPOSAL TO AMEND THE COMPANY'S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT FOLLOWED BY A FORWARD STOCK SPLIT OF NCR'S

COMMON STOCK
(Item 2 on Proxy Card)

Summary

The Board of Directors has authorized, and recommends for your approval, a reverse 1-for-10 stock split followed immediately by a forward 10-for-1 stock split of NCR's common stock. As permitted under Maryland state law, registered stockholders whose shares of stock are converted into less than 1 share in the reverse split will receive cash payments equal to the fair value of those fractional interests. We refer to the reverse and forward stock splits, together with the related cash payments to stockholders with small holdings, as the "Transaction." We also refer to our record stockholders whose shares of NCR stock are registered in their name as "registered stockholders."

If approved, the Transaction will take place on May [14], 1999. In order to complete the Transaction, a majority of the stockholders entitled to vote at the annual meeting must approve amendments to NCR's Amended and Restated Articles of Incorporation (the "Charter"). We attach the proposed amendments to NCR's Charter to this proxy statement as Appendix A.

The highlights of the Transaction are as follows.

Effect on Stockholders:

If approved at the annual meeting, the Transaction will affect NCR stockholders as follows after completion:

Stockholder as of May [14], 1999	Net Effect After Transaction Completion
Registered stockholders holding 10 or more shares of NCR stock in a record account	None.
Registered stockholders holding fewer than 10 shares of NCR stock in a record account	Shares will be cashed out at a price based on the trading value of the shares at that time (see "Determination of Trading Value" below). You will not have to pay any commissions or other fees on this cash-out. Holders of these shares will not have any continuing equity interest in NCR.
Stockholders holding NCR stock in street name through a nominee (such as a bank or broker)	NCR does not intend for the Transaction to affect stockholders holding NCR stock in street name through a nominee (such as a bank or broker). However, nominees may have different procedures and NCR stockholders holding NCR stock in street name should contact their nominees to determine whether they will be affected by the Transaction.

Reasons for the Transaction:

The board recommends that the stockholders approve the Transaction for the following reasons, among other things (as described in detail under "Background and Purpose of the Transaction" below):

Issue	Solution
As a result of the spinoff from AT&T, NCR has an exceptionally large number of small stockholders. Over 600,000 registered stockholders hold fewer than 10 shares of NCR stock in their record accounts. Continuing to maintain accounts for these stockholders will cost NCR over $2.5 million per year.	The Transaction will reduce the number of registered stockholders with small accounts and result in significant cost savings for NCR.
In many cases it is prohibitively expensive for stockholders with fewer than 10 shares to sell their shares on the open market.	The Transaction cashes out stockholders with small record accounts without transaction costs such as brokerage fees. However, if these stockholders do not want to cash-out their holdings of NCR stock, they may purchase additional shares on the open market to increase their record account to at least 10 shares, or, if applicable, consolidate/transfer their record accounts that are registered with the transfer agent in the same way. In addition, if beneficial owners of fewer than 10 shares of stock want to have those shares cashed out in the Transaction, they should instruct their nominee to transfer their shares into a record account far enough in advance so that the shares are registered in their names by May [14], 1999.

Structure of the Transaction

The Transaction includes both a reverse stock split and a forward stock split of NCR common stock. If this Transaction is approved and occurs, the reverse split will occur at [6:00 p.m.] on May [14], 1999. All registered stockholders on May [14], 1999 will receive 1 share of NCR common stock for every 10 shares of NCR stock held in their record accounts at that time. Any registered stockholder who holds fewer than 10 shares of NCR stock in a record account at [6:00] p.m. on May [14], 1999 (also referred to as a "Cashed-Out Stockholder"), will receive a cash payment instead of fractional shares. This cash payment will be based on the trading value of the cashed-out shares at the time. (See "Determination of Trading Value" below for a description of how the trading value will be determined upon completion of the Transaction.) Immediately following the reverse split, at [6:01] p.m. on May [14], 1999, all registered stockholders who are not Cashed-Out Stockholders will receive 10 shares of NCR common stock for every 1 share of stock they received after the reverse stock split. If a stockholder holds more than 10 shares in a record account, any fractional share in the account will not be cashed out after the reverse split and the total number of shares held in that account will not change as a result of the Transaction.

In general, the Transaction can be illustrated by the following examples:

Hypothetical Scenario	Result
Ms. Smith is a registered stockholder who holds 9 shares of NCR stock in her record account as of [6] p.m. on May [14], 1999. At that time, the trading value of 1 share of NCR stock was $45 (see "Determination of	Instead of receiving a fractional share (9/10 of a share) of NCR stock after the reverse split, Ms. Smith's 9 shares will be converted into the right to receive cash. Using the hypothetical trading value of $45 per

Trading Value" below).	share, Ms. Smith will receive $405.00 ($45 x 9 shares). Note: If Ms. Smith wants to continue her investment in NCR, she can buy at least 1 more share of NCR stock and hold it in her record account. Ms. Smith would have to act far enough in advance of May [14], 1999 so that the transfer is complete by the close of business on that date.
Mrs. Jones has 2 record accounts. As of May [14], 1999, she holds 5 shares of NCR stock in one account and 7 shares of NCR stock in the other. All of her shares are registered in her name only.	Mrs. Jones will receive cash payments equal to the trading value of her shares of NCR stock in each record account instead of receiving fractional shares (1/2 share and 7/10 share). Assuming a hypothetical trading value of NCR stock at $45 per share, Mrs. Jones would receive two checks totaling $540 (5 x $45 = $225; 7 x $45 = $315; $225 + $315 = $540). Note: If Mrs. Jones wants to continue her investment in NCR, she can consolidate/transfer her two record accounts prior to May [14], 1999. In that case, her holdings will not be cashed out in connection with the Transaction because she will hold more than 10 shares in one record account. She would have to act far enough in advance so that the consolidation is complete by the close of business on May [14], 1999.
Mr. Taylor holds 15.5 shares of NCR stock in his record account as of May [14], 1999.	After the Transaction, Mr. Taylor will continue to hold all 15.5 shares of NCR stock.
Mr. Updike holds shares of NCR stock in a brokerage account as of May [14], 1999.	NCR does not intend for the Transaction to affect stockholders holding NCR stock in street name through a nominee (such as a bank or broker). However, nominees may have different procedures and NCR stockholders holding NCR stock in street name should contact their nominees to determine whether they will be affected by the Transaction. Note: If Mr. Updike holds fewer than 10 shares and desires to have his shares cashed out in the Transaction, he should contact his broker to transfer them to his record name prior to May [14], 1999. He would have to act far enough in advance so that the transfer is complete by the close of business on May [14], 1999.

Background and Purpose of the Transaction

NCR has an unusual stockholder base of approximately 1.5 million stockholders, including almost 1 million registered stockholders. This exceptionally large base is principally the result of the spinoff of NCR from AT&T at the end of 1996, which was one of the most widely held public companies. At the spinoff, each of the millions of AT&T registered stockholders received one share of NCR stock for every 16 shares of their AT&T common stock. Since that time, NCR has been able to reduce its total number of stockholders by almost 800,000 by offering several programs that have allowed stockholders with small accounts to sell their holdings cost-effectively. However, the effect of AT&T's large stockholder base continues.

As of February 8, 1999, approximately [628,000] registered holders of NCR common stock owned fewer than 10 shares of stock. At that time, these stockholders represented approximately [65%] of the total number of registered holders of NCR stock, but they owned less than [4]% of the total number of outstanding shares of NCR's stock.

The Transaction will provide these registered stockholders with fewer than 10 shares with a cost-effective way to cash out their investments, because NCR will pay all transaction costs such as brokerage or service fees in connection with the Transaction. In most other cases, small stockholders would likely incur brokerage fees disproportionately high relative to the market value of their shares if they wanted to sell their stock. In addition, some small stockholders might even have difficulty finding a broker willing to handle such small transactions. The Transaction, however, eliminates these problems for most small stockholders.

Moreover, NCR will benefit from substantial cost savings as a result of the Transaction. The costs of administering each stockholder's account is the same regardless of the number of shares held in each account. Therefore, NCR's costs to maintain thousands of small accounts are disproportionately high when compared to the total number of shares involved. In 1999, we expect that each registered stockholder will cost the Company in excess of $2.70 for transfer agent fees and the printing and postage costs to mail the proxy materials and annual report [Confirm costs]. We expect that these costs will only increase over time.

In light of these disproportionate costs, the board believes that it is in the best interests of the Company and its stockholders as a whole to eliminate the administrative burden and costs associated with approximately [628,000] small accounts with fewer than 10 shares of NCR stock. We expect that we will reduce the total direct cost of administering stockholder accounts by approximately $ per year if we complete the Transaction.

NCR may in the future pursue alternative methods of reducing its stockholder base, whether or not the Transaction is approved, including odd-lot tender offers and programs to facilitate sales by stockholders of odd-lot holdings. However, there can be no assurance that NCR will decide to engage in any such transaction.

Effect of the Transaction on NCR Stockholders

Stockholders With a Record Account of Fewer Than 10 Shares:

If we complete the Transaction and you are a Cashed-Out Stockholder (i.e., a stockholder holding fewer than 10 shares of NCR common stock in a record account immediately prior to the reverse stock split):

. You will not receive a fractional share of NCR stock as a result of the reverse split.

. Instead of receiving a fractional share of NCR stock, you will receive cash equal to the trading value of your affected shares. See "Determination of Trading Value" below.

. After the reverse split, you will have no further interest in the Company with respect to your cashed-out shares. These shares will no longer entitle you to the right to vote as a stockholder or share in the Company's assets, earnings, or profits. In other words, you will no longer hold your cashed-out shares, you will just have the right to receive cash for these shares.

. You will not have to pay any service charges or brokerage commissions in connection with the Transaction.

. As soon as practicable after May [14], 1999, you will receive cash for the NCR stock you held in your record account immediately prior to the reverse split in accordance with the procedures described below.

Stockholders With Book-Entry Shares:

* Most of NCR's registered stockholders hold their shares of NCR stock in book-entry form under the Direct Registration System for securities. These stockholders do not have stock certificates evidencing their ownership of NCR's stock. They are, however, provided with a statement

reflecting the number of shares registered in their account.

* If you are a Cashed-Out Stockholder who holds registered shares in a book-entry account, you do not need to take any action to receive your cash payment. We will mail a check to you at your registered address as soon as practicable after May [14], 1999. By signing and cashing this check, you will warrant that you own the shares for which you receive a cash payment.

Stockholders With Certificated Shares:

* If you are a Cashed-Out Stockholder with a stock certificate representing your cashed-out shares you will receive a transmittal letter from NCR as soon as practicable after May [14], 1999. The letter of transmittal will contain instructions on how to surrender your certificate(s) to the Company's transfer agent, Boston EquiServe, for your cash payment. You will not receive your cash payment until you surrender your outstanding certificate(s) to Boston EquiServe, together with a completed and executed copy of the letter of transmittal. Please do not send your certificates until you receive your letter of transmittal. For further information, see "Stock Certificates" below.

. All amounts owed to you will be subject to applicable federal income tax and state abandoned property laws.

. You will not receive any interest on cash payments owed to you as a result of the Transaction.

NOTE: If you want to continue to hold NCR stock after the Transaction, you may do so by taking either of the following actions far enough in advance so that it is complete by May [14], 1999:

(1) purchase a sufficient number of shares of NCR stock on the open market and have them registered in your name so that you hold at least 10 shares in your record account immediately prior to the reverse split; or

(2) if applicable, consolidate your record accounts so that you hold at least 10 shares of NCR stock in one record account immediately prior to the reverse split.

Registered Stockholders With 10 or More Shares:

If you are a registered stockholder with 10 or more shares of common stock in your record account as of [6:00] p.m. on May [14], 1999, we will first convert your shares into one tenth (1/10) of the number of shares you held immediately prior to the reverse split. One minute after the reverse split, at [6:01] p.m., we will reconvert your shares in the forward stock split into 10 times the number of shares you held after the reverse split, which is the same number of shares you held before the reverse split. For example, if you were a registered owner of 25 shares of NCR stock immediately prior to the reverse split, your shares would be converted to 2.5 shares in the reverse split and back to 25 shares in the forward split. As a result, the Transaction will not affect the number of shares that you hold in record name if you hold 10 or more shares of NCR stock in your record account immediately prior to the reverse split.

Beneficial Owners of NCR Stock:

NCR does not intend for the Transaction to affect stockholders holding NCR stock in street name through a nominee (such as a bank or broker). However, nominees may have different procedures and NCR stockholders holding NCR stock in street name should contact their nominees to determine whether they will be affected by the Transaction.

NOTE: If you are a beneficial owner of fewer than 10 shares of NCR stock and want to have your shares exchanged for cash in the Transaction, you should instruct your nominee to transfer your shares into a record account in your name in a timely manner so that you will be considered a holder of record immediately prior to the reverse split.

Current and Former NCR Employees and Directors:

If you are an employee or director of NCR (or a former employee or director), you may own NCR restricted stock and/or options to purchase NCR stock through the NCR Management Stock Plan or options to purchase NCR stock under the NCR WorldShares Plan. In addition, you may have purchased NCR stock through the Employee Stock Purchase Plan or invested in NCR stock under the NCR Savings Plan.

If you hold your NCR stock acquired under the NCR Employee Stock Purchase Plan in nominee name (such as in an account with a bank or broker, including Merrill Lynch), the Transaction will not

affect your holdings. Similarly, if you have invested in NCR stock under the NCR Savings Plan, the Transaction will not affect that investment. In addition, the Transaction will not affect the number of options you hold to acquire NCR stock under either of the Company's stock plans. If you hold fewer than 10 restricted shares of NCR stock in a registered account, those shares would be converted into the right to receive cash under the Transaction; however, the Company does not believe that there are any such accounts.

Determination of Trading Value

In order to avoid the expense and inconvenience of issuing fractional shares to stockholders who hold fewer than 1 share in a registered account after the reverse split, under Maryland state law, NCR may either arrange for the sale of fractional shares or pay cash for the fair value of such shares. If stockholders approve the Transaction at the annual meeting and the Transaction is completed, the Board of Directors will elect either to arrange for NCR's transfer agent to sell these fractional shares on the open market, or to have NCR pay cash for the fractional shares based on the trading value of the NCR common stock that is cashed out. The board will make this decision, in its sole discretion, as soon as practicable after the annual meeting and will publicly announce its decision in a press release and post it on our website at . The details of each of the board's options and the manner of determining trading value under each option are summarized in the following chart:

Option	Determination of Trading Value
Purchase of Fractional Shares: NCR will purchase the fractional shares from the Cashed-Out Stockholders.	The Cashed-Out Stockholders will receive cash equal to the trading value of the shares they held immediately prior to the reverse split in a registered account with fewer than 10 shares of NCR stock. The trading value of each outstanding share of NCR stock at that time will be based on the average daily closing price per share of NCR common stock on the New York Stock Exchange for the ten trading days immediately before and including May [14], 1999, without interest.
Arrange for the Sale of Fractional Shares on the Open Market: The fractional shares of the Cashed-Out Stockholders will be aggregated and sold by the Company's transfer agent, Boston EquiServe, acting as an exchange agent on behalf of the Cashed-Out Stockholders.	As soon as practicable after May [14], 1999, the exchange agent will sell the aggregated fractional shares of the Cashed-Out Stockholders at the prevailing prices on the open market. The sale will be executed on the New York Stock Exchange through one or more firms in round lots to the extent practicable. NCR expects that the exchange agent will conduct the sale in an orderly fashion at a reasonable pace. Based on the average daily trading volume for NCR's stock on the New York Stock Exchange as of February 8, 1999, we expect that it will take at least [ ] business days to sell all of the aggregated fractional shares. If the exchange agent attempts to sell these shares too quickly, it could hurt the sales price for the shares. There can be no assurance as to the sales price that the exchange agent will receive for the aggregated fractional shares.
	After completing the sale of all the aggregated fractional shares, the exchange agent will make a cash payment (without interest) equal to each Cashed-Out Stockholder's proportionate interest in the net proceeds from the sale of the aggregated fractional shares. NCR will pay all of the commissions, transfer taxes, and other out-of-pocket transaction costs in connection with the sale. Until the proceeds of the sale have been distributed, the transfer agent will hold the proceeds in trust for the Cashed-Out Stockholders. As soon as practicable after the determination of the amount of cash to be paid in place of fractional shares, the transfer agent will pay the cash to the Cashed-Out Stockholders

as described above in "Effect of Transaction on NCR Stockholders."

Effect of the Transaction on NCR

The Transaction will not affect the public registration of NCR's common stock with the SEC under the Securities Exchange Act of 1934, as amended. Similarly, we do not expect that the Transaction will affect the Company's application for continued listing of NCR common stock on the New York Stock Exchange.

NCR's Charter currently authorizes the issuance of 500 million shares of common stock. The number of authorized common stock will not change as a result of the Transaction. On February 8, 1999, there were shares of NCR common stock issued and outstanding. If the Board elects to arrange for the sale of the Cashed-Out Stockholders' fractional shares on the open market, there will be no effect on the number of issued and outstanding shares of NCR stock. On the other hand, if the Board elects to purchase the fractional shares of the Cashed-Out Stockholders, the total number of outstanding shares of NCR common stock will be reduced by the number of shares held by the Cashed-Out Stockholders immediately prior to the reverse split. Under this second option, based on our best estimates if the Transaction had taken place as of , 1999, the number of outstanding shares of NCR common stock would have been reduced by the Transaction from to or by approximately . In addition, the number of registered holders of NCR common stock would have been reduced from approximately to or by approximately stockholders.

We have no current plans to issue common stock other than pursuant to the Company's existing stock plans. However, if the number of additional authorized but unissued shares was increased, the board would have more flexibility in the management of the Company's capitalization and its ability to provide stock-based incentives to its officers and other employees. Unless legally required to do so, we will not seek further stockholder authorization before issuing NCR stock. Stockholders will not have any preemptive or other preferential rights to purchase any of NCR's stock that may be issued by the Company in the future, unless such rights are specifically granted to the stockholders.

If the Board of Directors opts to purchase the fractional shares from the Cashed-Out Stockholders, the total number of shares that will be purchased and the total cash to be paid by the Company are unknown. However, if the Transaction had been completed as of February 8, 1999, when the average daily closing price per share of NCR stock on the New York Stock Exchange for the ten trading days immediately preceding and including such date was $, then the cash payments that would have been issued to Cashed-Out Stockholders instead of fractional shares would have been approximately $, with shares purchased by the Company. The actual amounts will depend on the number of Cashed-Out Stockholders on May [14], 1999, which will vary from the number of such stockholders on February 8, 1999. In addition, we do not know what the average daily closing price per share of NCR stock on the New York Stock Exchange for the ten trading days prior to and including May [14], 1999 will be or, if applicable, what the net proceeds of the sale of the aggregate fractional shares by the exchange agent will be.

The par value of NCR's common stock will remain at $.01 per share after the Transaction under either option available to the board under Maryland law.

Stock Certificates

In connection with the Transaction, NCR's common stock will be identified by a new CUSIP number. This new CUSIP number will appear on any stock certificates representing shares of NCR common stock after May [14], 1999. The Transaction will not affect any certificates representing shares of common stock or the book-entry account records held by registered stockholders owning 10 or more shares immediately prior to the reverse split. Old certificates held by any of these stockholders will continue to evidence ownership of the same number of shares as is set forth on the face of the certificate. Any stockholder with 10 or more shares immediately prior to the reverse split who wants to receive a certificate bearing the new CUSIP number can do so at any time by contacting NCR's transfer agent at 1-800-627-2303 for instructions on how to surrender old certificates. After May [14], 1999, an old certificate presented to an exchange agent in settlement of a trade will be exchanged for a new certificate bearing the new CUSIP number.

As described above, any Cashed-Out Stockholder with share certificates will receive a

letter of transmittal after the Transaction is completed. These stockholders must complete and sign the letter of transmittal and return it with their stock certificate(s) to NCR's transfer agent before they can receive cash payment for those shares.

Certain Federal Income Tax Consequences

We have summarized below certain federal income tax consequences to the Company and stockholders resulting from the Transaction. This summary is based on existing U.S. federal income tax law, which may change, even retroactively. This summary does not discuss all aspects of federal income taxation which may be important to you in light of your individual circumstances. Many stockholders (such as financial institutions, insurance companies, broker-dealers, tax-exempt organizations, and foreign persons) may be subject to special tax rules. Other stockholders may also be subject to special tax rules, including but not limited to: stockholders who received NCR stock as compensation for services or pursuant to the exercise of an employee stock option, or stockholders who have held, or will hold, stock as part of a straddle, hedging, or conversion transaction for federal income tax purposes. In addition, this summary does not discuss any state, local, foreign, or other tax considerations. This summary assumes that you are a U.S. citizen and have held, and will hold, your shares as capital assets for investment purposes under the Internal Revenue Code of 1986, as amended. You should consult your tax advisor as to the particular federal, state, local, foreign, and other tax consequences, in light of your specific circumstances.

We believe that the Transaction will be treated as a tax-free "recapitalization" for federal income tax purposes. This will result in no material federal income tax consequences to the Company.

The federal income tax consequences to stockholders will depend in part on whether the board chooses to arrange for the sale of the Cashed-Out Stockholders' fractional shares on the open market, or to purchase these fractional shares directly. See "Determination of Trading Value" above. The tax consequences of these alternatives are discussed below.

Federal Income Tax Consequences to Stockholders
Who Are Not Cashed Out by the Transaction:

If you (1) continue to hold NCR stock immediately after the Transaction, and (2) you receive no cash as a result of the Transaction, you will not recognize any gain or loss in the Transaction and you will have the same adjusted tax basis and holding period in your NCR stock as you had in such stock immediately prior to the Transaction.

Federal Income Tax Consequences to Cashed-Out Stockholders:

1. NCR's Board Chooses to Arrange for Sale the Fractional Shares on the Open Market.

If you receive cash as a result of the Transaction, you will recognize capital gain or loss in an amount equal to the difference between the cash you received in the Transaction and your aggregate adjusted tax basis in the shares of NCR stock cashed out, provided you have held such stock for the required period of time. See "Maximum Tax Rates Applicable to Capital Gain" below.

2. NCR's Board Chooses to Purchase the Fractional Shares Directly.

If you receive cash as a result of the Transaction, your tax consequences will depend on whether, in addition to receiving cash, you or a person or entity related to you continues to hold NCR stock immediately after the

Transaction, as explained below.

a. Stockholders Who Exchange All of Their NCR Stock for Cash as a Result of the Transaction.

If you (1) receive cash in exchange for a fractional share as a result of the Transaction, (2) you do not continue to hold any NCR stock immediately after the Transaction, and (3) you are not related to any person or entity which holds NCR stock immediately after the Transaction, you will recognize capital gain or loss. The amount of capital gain or loss you recognize will equal the difference between the cash you receive for your cashed-out stock and your aggregate adjusted tax basis in such stock.

If you are related to a person or entity who continues to hold NCR stock immediately after the Transaction, you will recognize gain in the same

manner as set forth in the previous paragraph, provided that your receipt of cash either (1) is "not essentially equivalent to a dividend," or (2) is a "substantially disproportionate redemption of stock," as described below.

- ""Not Essentially Equivalent to a Dividend." You will satisfy the "not essentially equivalent to a dividend" test if the reduction in your proportionate interest in the Company resulting from the Transaction is considered a "meaningful reduction" given your particular facts and circumstances. The Internal Revenue Service has ruled that a small reduction by a minority stockholder whose relative stock interest is minimal and who exercises no control over the affairs of the corporation will meet this test.

- ""Substantially Disproportionate Redemption of Stock." The receipt of cash in the Transaction will be a "substantially disproportionate redemption of stock" for you if the percentage of the outstanding shares of NCR stock owned by you immediately after the Transaction is less than 80% of the percentage of shares of NCR stock owned by you immediately before the Transaction.

In applying these tests, you will be treated as owning shares actually or constructively owned by certain individuals and entities related to you. If the taxable amount is not treated as capital gain under any of the tests, it will be treated first as ordinary dividend income to the extent of your ratable share of the NCR's undistributed earnings and profits, then as a tax-free return of capital to the extent of your aggregate adjusted tax basis in your shares, and any remaining gain will be treated as capital gain. See "Maximum Tax Rates Applicable to Capital Gain" below.

b. Stockholders Who Both Receive Cash and Continue to Hold NCR Stock Immediately After the Transaction.

If you both receive cash as a result of the Transaction and continue to hold NCR stock immediately after the Transaction, you generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the excess of the sum of aggregate fair market value of your shares of NCR stock plus the cash received over your adjusted tax basis in the shares, or (2) the amount of cash received in the Transaction. In determining whether you continue to hold stock immediately after the Transaction, you will be treated as owning shares actually or constructively owned by certain individuals and entities related to you. Your aggregate adjusted tax basis in your shares of NCR stock held immediately after the Transaction will be equal to your aggregate adjusted tax basis in your shares of NCR stock held immediately prior to the Transaction, increased by any gain recognized in the Transaction, and decreased by the amount of cash received in the Transaction.

Any gain recognized in the Transaction will be treated, for federal income tax purposes, as capital gain, provided that your receipt of cash either (1) is "not essentially equivalent to a dividend" with respect to you, or (2) is a "substantially disproportionate redemption of stock" with respect to you. (Each of the terms in quotation marks in the previous sentence is discussed above under the heading "Stockholders Who Exchange All of Their NCR Stock for Cash as a Result of the Transaction.") In applying these tests, you may possibly take into account sales of shares of NCR stock that occur substantially contemporaneously with the Transaction. If your gain is not treated as capital gain under any of these tests, the gain will be treated as ordinary dividend income to you to the extent of your ratable share of NCR's undistributed earnings and profits, then as a tax-free return of capital to the extent of your aggregate adjusted tax basis in your shares, and any remaining gain will be treated as a capital gain.

Maximum Tax Rates Applicable to Capital Gain:

Under the Internal Revenue Service Restructuring and Reform Act of 1998, your net capital gain (defined generally as your total capital gains in excess of capital losses for the year) recognized upon the sale of capital assets that have been held for more than 12 months generally will be subject to tax at a rate not to exceed 20% for sales occurring in taxable years ending after December 31, 1997. Net capital gain recognized from the sale of capital assets that have been held for 12 months or less will continue to be subject to tax at ordinary income tax rates. In addition, capital gain recognized by a corporate taxpayer will continue to be subject to tax at the ordinary income tax rates applicable to corporations.

As explained above, the amounts paid to you as a result of the Transaction may result in dividend income, capital gain income, or some combination of dividend and capital gain income to you depending on your individual circumstances. YOU SHOULD CONSULT YOUR TAX ADVISOR AS TO THE PARTICULAR FEDERAL, STATE, LOCAL, FOREIGN, AND OTHER TAX CONSEQUENCES OF THE TRANSACTION, IN LIGHT OF YOUR SPECIFIC CIRCUMSTANCES.

Appraisal Rights

Dissenting stockholders do not have appraisal rights under Maryland state law or under the Company's Charter or bylaws in connection with the Transaction.

Reservation of Rights

The Board of Directors reserves the right to abandon the Transaction without further action by the stockholders at any time before the filing of the Charter amendments with the Maryland Secretary of State, even if the Transaction has been authorized by the stockholders at the annual meeting.

The board recommends that you vote FOR this proposal. Proxies solicited by the Board of Directors will be voted FOR this proposal, unless you specify otherwise in your proxy.

DIRECTORS' PROPOSAL TO APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR 1999

(Item 3 on Proxy Card)

Upon the recommendation of the Audit and Finance Committee, which is composed entirely of independent directors, the board appointed PricewaterhouseCoopers LLP as NCR's independent accountants for 1999. The board engaged PricewaterhouseCoopers to audit NCR's consolidated financial statements and to perform certain other non-audit services. PricewaterhouseCoopers has been the Company's independent accounting firm for many years and is a leader in providing audit services to the high technology industry. Given PricewaterhouseCoopers' experience, global presence, and quality audit work in serving the Company, the board believes they are qualified to serve as NCR's independent accountants. The board is asking you to approve this appointment.

PricewaterhouseCoopers representatives will be at the annual meeting to answer questions and they may also make a statement.

The board recommends that you vote FOR this proposal. If the stockholders do not approve this proposal, the Audit and Finance Committee and the Board of Directors may, but are not required to, reconsider the appointment. Proxies solicited by the Board of Directors will be voted FOR this proposal, unless you specify otherwise in your proxy.

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STOCKHOLDER PROPOSAL
(Item 4 on Proxy Card)

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We expect the following stockholder proposal to be presented at the annual meeting. Following SEC rules, we are reprinting the proposal and supporting statement as they were submitted to NCR's Corporate Secretary. NCR takes no responsibility for them. The board recommends that you vote AGAINST this proposal for the reasons given after the proposal.

This proposal was submitted by Robert D. Morse, 212 Highland Avenue, Moorestown, New Jersey 08057. Mr. Morse owned 163 shares of NCR stock in record name as of December 31, 1998.

Mr. Morse's Proposal

I propose that the Officers and Directors consider the discontinuance of all bonuses immediately, and options, rights, SAR's, etc., after termination of any existing programs for top management.

This does not include any programs for employees.

Reasons:

Management and Directors are compensated enough to buy on open market, just as you and I, if they are motivated.

Management is already well paid with base pay, life insurance, retirement plans, paid vacations, free use of vehicles, etc.

Options, rights, SAR;s [sic] etc. are available elsewhere, and a higher offer would induce transfers, not necessarily "hold and retain' qualified persons.

Compensation with "peer groups', [other similar companies] pay is unfair, as other management could be better or worse. Would they also accept the mistakes of others?

"Align management with shareowners' is a repeated ploy or "line' to lull us as to continually increasing their take of our assets. Do we get any purchase options at previous rates?

Please vote YES for this proposal and place an "X-Against All', for #1 proposal on line for "except' directors nominees, until they stop this practice.

If officers filled out a daily work sheet, what would the output show?

NCR's Response

Your directors recommend a vote AGAINST this stockholder proposal. In order to attract, retain and motivate qualified managers, NCR must offer a competitive compensation package. Every day NCR competes against other companies on a worldwide basis for customers and skilled employees, including managers and officers. Without competitive compensation, we could not attract and retain the talent that the Company needs to compete in other areas. For this reason, we consider what other companies offer their employees.

According to studies conducted by Hewitt Associates, an independent benefits consulting firm, over 95% of major U.S. corporations pay bonuses and grant some form of stock-based awards to executives. All of the companies used by the board's Compensation Committee as the "peer group" for evaluating NCR's executive compensation offer bonus and stock awards. Therefore, in determining management compensation, NCR strives for a balance between cash compensation (base pay) and bonuses and stock-based compensation (both of which are performance-based).

The board believes that both NCR and you, our stockholders, benefit from the use of stock options and performance-based bonuses because they better match employee interests with your interests. For an employee to value a stock option, the market price of the stock must increase. As a result, top management is motivated to manage the business in a manner that increases stockholder value. Similarly, performance-based bonuses are not paid if the Company does not perform.

The proponent offers no reason to discontinue bonuses and stock-based compensation solely for top management, while leaving them in place for other employees. To do so could result in top management receiving fixed amounts of compensation regardless

of the Company's performance, while other employees would lose portions of their compensation if NCR performed poorly. Not having a performance component would reward equally mediocrity and exemplary performance. Such an outcome would be highly unfair and contrary to the Company's and your interests.

The board opposes this proposal because it believes the Company's compensation program is structured appropriately and that elimination of bonuses and stock-based compensation for top management is not in the best interests of NCR or its stockholders.

The board recommends that you vote AGAINST this proposal. Proxies solicited by the Board of Directors will be voted AGAINST this proposal, unless you specify otherwise in your proxy.

The following performance graph and report of the board's Compensation Committee shall not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this information by reference into such filing.

PERFORMANCE GRAPH

The following graph compares the relative investment performance of NCR stock, the Standard & Poor's 500 Stock Index, and the Standard & Poor's Technology Sector Index. This graph covers the period of time from the spinoff of NCR from AT&T on December 31, 1996, through December 31, 1998.

[PERFORMANCE CHART APPEARS HERE]

	12/31/96	3/31/97	6/30/97	9/30/97	12/31/97	3/31/98	6/30/98	9/30/98	12/31/98
NCR....................	$100.00	$104.46	$ 88.10	$103.72	$ 82.71	$ 98.33	$ 96.65	$ 85.50	$124.16
S&P 500................	$100.00	$102.68	$120.61	$129.64	$133.37	$151.97	$156.99	$141.37	$171.48
S&P Technology Sector...	$100.00	$100.64	$122.75	$143.55	$126.04	$151.34	$163.88	$161.52	$216.31

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(1) In each case, assumes a $100 investment on December 31, 1996, and reinvestment of all dividends, if any.
(2) Upon the spinoff of NCR from AT&T on December 31, 1996, NCR's stock was trading on the New York Stock Exchange on a when-issued basis. On January 2, 1997, NCR stock began open public trading on the New York Stock Exchange.

BOARD COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee of the Board of Directors, which consists entirely of independent outside directors (the "Committee"), reviews and approves the Company's total compensation philosophy and programs covering executive officers and key management employees. The Committee reviews the performance levels of executive officers and determines the annual base salaries and both cash and equity incentive awards to be paid.

Guiding Principles

The Company's compensation and benefit programs are designed to attract and retain the best people in the industry. These programs are also intended to recognize corporate, business unit, individual, and team performance through the use of incentives, including equity-based incentives, that reward for the creation of stockholder value and the achievement of key financial, strategic, individual and team objectives.

Compensation Philosophy

The Committee relates total compensation levels for the Company's executive officers to the total compensation paid to similarly situated executives of a peer group of companies (the "Peer Group") with which the Company competes for customers and executive talent. To form a basis of comparison, NCR selects the Peer Group under an outside consulting firm's counsel. The Peer Group consists of corporations with similar size and performance characteristics, including industry and technology emphasis. Some of these companies are also included in the S&P Technology Section Index found under the caption "Performance Graph," above.

Total compensation is targeted to approximate the median of the Peer Group. However, because of the performance-oriented nature of the incentive programs, total compensation may exceed market norms when the Company's targeted performance goals are exceeded. Likewise, total compensation may lag the market when performance goals are not achieved.

The Committee will also review the Company's longer term performance as compared to the average performance of the Peer Group, and take such relative performance into account in determining future compensation levels where appropriate.

The key components of the compensation program for executive officers are base salary, annual incentive compensation, and long-term incentives.

Base Salary

Salaries for executive officers are determined by the Committee annually, based on review of each executive's level of responsibility, experience, expertise, and sustained corporate, business unit and ongoing performance. Based on competitive market data supplied by an independent consultant, executive salaries approximate the Peer Group median level.

Annual Incentive Compensation

Executive officers participate in the NCR Management Incentive Plan for Executive Officers and are eligible to receive annual cash incentive awards if certain specified objectives are met. Awards for 1998 were based on financial measures of net income, operating margin, and revenue growth, as well as discretionary objectives that varied by work groups. These measures were weighted depending upon the executive officer's area of responsibility. On balance, compensation objectives were slightly below target for 1998.

Beginning in 1999, operating margin is replaced by a new profit measure, Operating Income After Capital Charge. The new measure refines the measurement of profits to take into account the effective management of assets, which emphasizes total return more effectively than when profit is measured in isolation from other factors.

Long-Term Incentives

Long-term incentives for 1998 consisted of stock option grants under the NCR Management Stock Plan. The Committee believes that this type of incentive compensation aligns management's interests with the interests of stockholders.

Each executive officer is eligible to receive an annual grant of stock options with an exercise price equal to the fair market value of the stock on the grant date. These awards are granted as a part of the executive's total compensation and reviewed accordingly with our Peer Group market results. The executive stock option awards were determined to be slightly below the 50th percentile of the Peer Group.

Compensation of Chairman and Chief Executive Officer

Mr. Nyberg participates in the same executive compensation plans that cover the other executive officers, determined according to the same compensation philosophy and principles. For 1998, Mr. Nyberg's annual incentive award under NCR's Management Incentive Plan was based on NCR's performance against the following measures: net income and revenue growth, with a discretionary component. Mr. Nyberg's 1998 award under this plan was based on the Company meeting its compensation objectives for profit but missing its objective for revenue growth. Mr. Nyberg's stock option award was established based on existing contractual commitments and a review of competitive market data.

Mr. Nyberg also has a letter established by AT&T pre-spinoff, defining selected parts of his compensation. Pursuant to commitments made prior to the spinoff, Mr. Nyberg received the following in 1998: a completion bonus installment payment and a special hiring bonus installment payment.

Policy on Qualifying Compensation for Deductibility

The Company's policy with respect to the deductibility limit of Section 162(m) of the Internal Revenue code generally is to preserve the federal income tax deductibility of compensation paid when it is appropriate and is in the best interests of the Company and its stockholders. However, the Company reserves the right to authorize the payment of nondeductible compensation if it deems that is appropriate.

Dated: February 18, 1999

The Compensation Committee:

Ronald A. Mitsch, Chair
David R. Holmes
Linda Fayne Levinson

EXECUTIVE COMPENSATION

The following tables present certain compensation information for our Chairman and Chief Executive Officer and the Company's most highly compensated executives for the year ended December 31, 1998. Each of these five individuals is sometimes referred to as a "Named Executive."

Summary Compensation Table

		Annual Compensation			Long-Term Compensation			
					Awards(1)		Payouts	
Name and Principal Position	Year	Salary ($)	Bonus ($)	Other Annual Compensation $(2)	Restricted Stock Awards $(3)	Securities Underlying Options/SARs #(4)	LTIP Payouts $(5)	All Other Compensation $(6)
Lars Nyberg Chairman of the Board, Chief Executive Officer, and President	1998	[ ]	[ ]	[ ]	0(3a)	[ ](4a)	--	[ ]
	1997	873,862	129,500	98,581	129,500(3b) 5,000,000(3c)	254,296(4b)	--	536,252
	1996	647,658	772,915	129,472	705,206(3d) 98,852(3e)	0(4c)	489,127	2,327,921
William Eisenman Senior Vice President Worldwide Customer Services	1998	[ ]	[ ]	[ ]	[ ](3a)	[ ](4a)	--	[ ]
	1997	[ ]	[ ]	[ ]	[ ](3b)	[ ](4b)	--	[ ]
	1996	[ ]	[ ]	[ ]	[ ](3d)	[ ](4c)	--	[ ]
Tony Fano Senior Vice President Retail Solutions Group	1998	[ ]	[ ]	[ ]	0(3a)	[ ](4a)	--	[ ]
	1997	308,659	10,850	12,369	21,700(3b)	53,026(4b)	--	6,044
	1996	303,009	171,084	26,241	153,318(3d)	17,742(4c)	0	5,625

Per-Olof Loof(7)	1998	[ ]	[ ]	--	0(3a)	[ ](4a)	--	--
Senior Vice President Financial	1997	340,065	45,449	45,383	23,620(3b) 44,779(3e)	53,026(4b)	--	27
Solutions Group	1996	339,174	192,780	--	155,762(3d)	17,742(4c)	0	0
Hideaki Takahashi(8)	1998	[ ]	[ ]	[ ]	0(3a)	[ ](4a)	--	[ ]
Chairman, NCR Japan, Ltd.	1997	375,823	11,932	42,771	24,397(3b)	53,026(4b)	--	38,327
Senior Vice President, NCR	1996	327,706	196,627	--	206,288(3d) 61,153(3e)	14,206(4c)	0	0

(1) Prior to 1997, all awards were based on AT&T common stock. On January 2, 1997, all outstanding awards of AT&T stock options and restricted stock units (except for certain AT&T restricted stock units that Mr. Nyberg received from AT&T in 1995) were replaced with comparable awards based on NCR stock. These replacement awards were converted from AT&T to NCR stock under a conversion formula to preserve the economic value of the awards at the time of NCR's spinoff from AT&T on December 31, 1996. The amounts shown in the column "Restricted Stock Awards" represent the dollar value of such awards on the date originally granted. These amounts did not change when they were replaced after the spinoff from AT&T. The amounts shown for stock options represent the number of shares of NCR c ommon stock underlying such options.

(2) The amounts shown include (a) dividend equivalents paid with respect to long-term restricted stock units and performance shares prior to the end of the three-year performance period, (b) tax payment reimbursements, (c) the value of certain personal benefits and perquisites, and (d) relocation reimbursements. In accordance with SEC rules, perquisites and personal benefits have been omitted when such compensation is less than $50,000 or 10% of the Named Executive's salary and bonus for that year.

(3) The amounts shown represent the dollar value of restricted stock awards on the date of grant. Awards shown for 1996 and 1997 were granted under (i) the NCR Long Term Incentive Program (the "LTIP"), a program offered under the NCR Management Stock Plan, (ii) the 1987 AT&T Long Term Incentive Plan, and (iii) other NCR restricted stock award programs. Any awards granted under the AT&T plan were converted to awards based on NCR stock upon the spinoff. No restricted stock awards were granted for performance in 1998.
On December 31, 1998, the aggregate value of the unvested restricted stock awards granted to each of the Named Executives (including any NCR replacement awards for AT&T restricted stock awards that were converted at spinoff) was as follows:

	Restricted Stock Awards	
	Dollar Value	Number of Shares
Mr. Nyberg	[ ]	[ ]
Mr. Eisenman	[ ]	[ ]
Mr. Fano	[ ]	[ ]
Mr. Loof	[ ]	[ ]
Mr. Takahashi	[ ]	[ ]

These amounts are based on a stock price of $41.75 per share as of the close of business on December 31, 1998. The restricted stock awards are described in further detail in notes 3(a) through 3(e) below.

(a) In December 1997, the Compensation Committee discontinued NCR's LTIP. Therefore, no restricted stock awards were made under this plan for performance in 1998.

(b) In February 1998, NCR's Compensation Committee granted performance-based awards of NCR restricted stock units under the LTIP. These awards were based on performance objectives in 1997 (which were generally not met) and payable after a three-year cycle ending in 1999. The Named Executives each received the following number of shares of restricted stock: Mr. Nyberg--[ ], Mr. Eisenman--[ ], Mr. Fano--[ ], Mr. Loof--[ ], and Mr. Takahashi--[ ].

The awards under NCR's LTIP for the 1997-1999 performance cycle (as well as the 1996-1998 performance cycle awards under the LTIP and the replacement award granted to Mr. Nyberg for the 1996-1998 performance cycle, both of which are described in note 4(d) below) will vest in one installment at the end of the respective cycle and be payable in the first quarter following the end of that three-year cycle, with certain exceptions in the case of death, disability, or retirement. For example, awards granted under the 1997-1999 cycle will vest in one installment at the end of 1999 and be payable in the first quarter of 2000 if the officer remains employed by NCR for the three full years ending December 31, 1999. Awards are distributed as common stock, or as cash equal to the value of the underlying shares, or partly in common stock and partly in cash. Dividend equivalents, if any, on these awards are paid in cash.

(c) In January 1997, NCR granted Mr. Nyberg a special award of 149,533 restricted shares of NCR stock under a letter agreement with AT&T, dated June 7, 1996. This award will become fully vested (i) in September 1999, provided Mr. Nyberg is still employed by NCR as of that date, or (ii) prior to that date if he dies, becomes disabled, is involuntarily terminated other than for cause, or voluntarily terminates following certain specified occurrences. Dividends, if any, are reinvested in additional shares of restricted stock and are subject to the same provisions as the original award.

(d) In January 1997, the Compensation Committee granted performance-based awards of NCR restricted stock units under the LTIP. These awards were based on performance in 1996 and payable at the end of a three-year cycle in 1998. Each of the Named Executives (except Mr. Nyberg) received the following number of shares of restricted stock under this grant: Mr. Eisenman--[ ], Mr. Fano--4,327, Mr. Loof--4,396, and Mr. Takahashi--5,822.

In addition, in January 1997, the Compensation Committee granted awards of NCR restricted stock units, to replace AT&T stock awards previously granted by AT&T to the Named Executives, as follows. First,

performance share awards granted to the Named Executives (except Mr. Nyberg) under the AT&T Long Term Incentive Plan were replaced. Second, NCR replaced an award granted to Mr. Nyberg without performance criteria by the AT&T Compensation Committee under AT&T's Long Term Incentive Plan for the 1996-1998 cycle. Finally, other outstanding AT&T restricted stock awards granted to Mr. Nyberg under AT&T's plans were replaced, except for one award of AT&T restricted stock that he received in 1995.

(e) In 1997, Mr. Loof received 1,587 restricted shares of NCR common stock under the Officer Plan II (as defined below under the caption "Pension Plans"). In 1996, Messrs. Nyberg and Takahashi received restricted shares of AT&T common stock under such plan. These awards were replaced with awards of NCR restricted stock on January 2, 1997. The replacement awards were 2,519 shares for Mr. Nyberg and 1,558 shares for Mr. Takahashi. Dividends, if any, on any shares granted under the Officer Plan II are reinvested in additional shares of restricted stock. The value of such awards at the date of grant is reflected in the table. These awards vest at age 55 provided the officer is still employed by NCR as of that date, and become freely transferable at age 62.

(4) For 1997 and 1998, amounts shown represent the number of shares of NCR common stock underlying the options on the date originally granted. For 1996, amounts shown represent the number of shares of NCR common stock that would have been underlying the original AT&T stock option grants on the date originally granted based on a conversion formula representing the economic value of such grants at the time of the spinoff.

(a) On February 18, 1998, NCR's Compensation Committee granted the Named Executives management stock options under the NCR Management Stock Plan. In addition, on December 17, 1998, this committee also granted Mr. Nyberg options for 75,000 shares of NCR stock under the NCR Management Stock Plan.

(b) On January 2, 1997, the Compensation Committee granted the Named Executives options under three different programs. First, these executives received special turnaround spinoff grants under the NCR Management Stock Plan. Second, the Named Executives received management stock option grants for NCR common stock under the NCR Management Stock Plan. Third, each Named Executive received options under the NCR WorldShares Plan as part of a company-wide grant to employees in connection with the achievement of certain performance goals in 1996. The aggregate number of shares of NCR common stock underlying the turnaround, management, and WorldShares options is listed in the table for 1997.

(c) In addition, on January 2, 1997, the Compensation Committee granted the Named Executives replacement awards for those options granted under the AT&T Long Term Incentive Plan that were unexercised at the spinoff. These grants replaced options for AT&T common stock that expired by their terms upon the spinoff because the Named Executives were no longer employed by AT&T after December 31, 1996. The unexercised AT&T options were replaced with options for NCR common stock based on a conversion formula to preserve the economic value of such awards at the time of the spinoff. The expiration date and vesting schedule of the original grants were not changed in the replacement option grants.

(5) For 1996, this column shows payment to Mr. Nyberg under the AT&T Long Term Incentive Plan of performance units for the 1993-1995 cycle. Awards made under NCR's LTIP are not included in this column because awards of restricted stock units under this plan are listed at the date of grant in the "Restricted Stock Awards" column.

(6) The Company provides the Named Executives with certain group life, health, medical, and other non-cash benefits generally available to all salaried employees and not included in this column in accordance with the SEC's rules. The amounts shown in this column include the following:

- Payments to Mr. Nyberg under certain letter agreements between Mr. Nyberg and AT&T. For a summary of the letter agreements with Mr. Nyberg, see the caption "Employment Agreements and Change in Control Arrangements" below. In 1998, Mr. Nyberg received (i) [ ] for a lump-sum completion bonus under a June 7, 1996 letter agreement with AT&T, and (ii) [ ] for a special hiring bonus under a July 13, 1995 letter agreement with AT&T.
- Insurance premium payments to Mr. Nyberg for a split-dollar life insurance policy. In 1998, this payment was [ ].

- Matching contributions by the Company to the NCR Savings Plan for participating Named Executives. In 1998, NCR's matching contributions were [ ], [ ], and [ ] for Messrs. Nyberg, Eisenman, and Fano, respectively.
- For Mr. Takahashi, payment of $ in 1998 for his expatriate assignment to the United States.

(7) Salary, bonus, and all other annual compensation paid to Mr. Loof is reported in U.S. dollars although it is paid in U.K. pound sterling. The values listed above are based on the following currency conversion rates: $1.6595 (1998), $1.6508 (1997), and $1.713 (1996) per U.K. pound sterling. The conversion rates used were those rates published by Reuters News Service on the last day of December of each year.

(8) Mr. Takahashi is currently Senior Vice President, NCR, and Chairman of NCR Japan, Ltd. From June 1, 1998 to January 1, 1999, Mr. Takahashi was also the Senior Vice President, Worldwide Field Organization, for NCR. Salary, bonus, and all other compensation paid to Mr. Takahashi is reported in U.S. dollars although it is paid in Japanese yen and, for part of 1997, in Singapore dollars. The values listed above are based on the following currency conversion rates: $.008814 (1998), $.007659 (1997), and $.008624 (1996) per Japanese yen, and $.594354 (1997) per Singapore dollar. The conversion rates used were those rates published by Reuters News Service on the last day of December of each year.

Option Grants In 1998

	Individual Grants (1)				
Name	Number of Shares Underlying Options Granted (#)	Percent of Total Options Granted to Employees	Exercise Price ($/Share)	Expiration Date	Grant Date Present Value ($)(2)

Lars Nyberg	[ ] [ ]	[ ] [ ]	[ ] [ ]	[ ] [ ]	[ ] [ ]
William Eisenman	[ ]	[ ]	[ ]	[ ]	[ ]
Tony Fano	[ ]	[ ]	[ ]	[ ]	[ ]
Per-Olof Loof	[ ]	[ ]	[ ]	[ ]	[ ]
Hideaki Takahashi	[ ]	[ ]	[ ]	[ ]	[ ]

(1) This column shows management options under the NCR Management Stock Plan. These options become exercisable in 33 1/3% increments over three years, provided the officer is still employed by NCR, with certain exceptions in the case of death, disability, or retirement.
(2) In accordance with SEC rules, we chose the Black-Scholes option pricing model to estimate the present value of the options on the grant date. NCR's use of this model should not be construed as an endorsement of its accuracy at valuing options. All stock option valuation models, including the Black-Scholes model, require certain assumptions to be made. The following assumptions were made for purposes of calculating the present values of the options listed above: volatility at [ ]%, dividend yield at [ ]%, an expected term of [ ] years, and interest rate of [ ]%. The real value of the options in this table depends upon the actual performance of the NCR stock underlying the options during the applicable period. The value of Mr. Nyberg's option for [ ] shares of NCR stock assumed an interest rate of 4.36% with all other assumptions the same as above.

Aggregated Option Exercises in 1998 and Year-End Values

Name(1)	Shares Acquired on Exercise (#)	Value Realized ($)	Unexercised Options at Year End (#) Exercisable/ Unexercisable (2)	Value of In-the-Money Options at Year End ($) Exercisable/ Unexercisable (3)
Lars Nyberg			[ ] [ ]	[ ] [ ]
William Eisenman			[ ] [ ]	[ ] [ ]
Tony Fano			[ ] [ ]	[ ] [ ]
Per-Olof Loof			[ ] [ ]	[ ] [ ]
Hideaki Takahashi	[ ]	[ ]	[ ] [ ]	[ ] [ ]

(1) None of the individuals in this table has stock appreciation rights.
(2) This column includes both options granted before and after the spinoff

from AT&T. Options granted before the spinoff were granted with respect to AT&T common stock. To the extent these options were outstanding on December 31, 1996, they were replaced on January 2, 1997, with options for shares of NCR stock to preserve the economic value of the options at the time of the spinoff.

(3) The value of in-the-money options assumes the closing market price of NCR stock underlying the NCR stock options as of December 31, 1998 ($41.75).

Pension Plans

The Company maintains a number of pension plans as part of the compensation and benefits it provides to its employees and executive officers. The plans covering NCR's Named Executives are summarized below.

If Messrs. Nyberg, Eisenman, Fano, Loof and Takahashi continue in their current positions and retire at age 62, the estimated annual pensions payable to them from NCR's pension plans would be $910,835, $324,000, $367,200, $346,015, and $270,453, respectively. These amounts are straight-life annuity amounts although other optional forms of payment, some with reduced pensions, are available.

Certain of NCR's nonqualified executive pension plan benefits are supported by a benefits trust, the assets of which are subject to the claims of NCR's creditors. In addition, except for the Officer Plan II, benefits under NCR's pension plans are not subject to reductions for social security benefits or other offset amounts.

The NCR Pension Plan:

The Company has a non-contributory pension plan called the NCR Pension Plan which covers all employees based in the U.S., including Messrs. Nyberg, Eisenman and Fano. The NCR Pension Plan pays a monthly pension benefit and a PensionPlus benefit. These benefits vest after five years of service or reaching age 65. The monthly pension benefit begins at age 62, or may be started between age 55 and 62 in a reduced amount. The PensionPlus benefit may be taken as a lump sum after termination of employment, or may be used to increase the monthly pension.

The monthly pension benefit is computed by multiplying the following three items: (1) the participant's years of service with the Company, (2) a factor between 1.4% and 1.7%, depending on the participant's total years of service, and (3) the participant's modified average pay. Modified average pay is the average annual base pay and bonus received during a participant's career, with an

adjustment to update pay for earlier years when earnings typically were less.

The PensionPlus benefit is computed as an account balance, although the account is for bookkeeping purposes only. The plan credits a participant's account with 1 1/2% of base pay and bonus, as well as interest credits on the account balance.

The NCR Nonqualified Excess Plan:

Federal laws limit the amount of pay that may be considered under the NCR Pension Plan. The Company makes up the difference for senior managers with the NCR Nonqualified Excess Plan. The excess plan pays the additional pension benefits that would be paid under the NCR Pension Plan if the federal pay limits were not in effect. Messrs. Loof, Eisenman, and Fano are covered by the excess plan.

NCR Mid-Career Hire Supplemental Pension Plan:

NCR also maintains the NCR Mid-Career Hire Supplemental Pension Plan. This plan covers employees, including Mr. Loof, who are hired by NCR for the first time at age 35 or over at specified management levels, and who terminate with at least five years service at specified levels. The benefit is 1% of annual pay for each year worked for NCR, up to a maximum equal to the number of years between age 30 and the age on the date of hire with NCR.

International Plans:

Mr. Takahashi is covered by the NCR Japan Directors Pension Plan, which is a non-contributory retirement plan for directors of NCR Japan, Ltd., a wholly-owned subsidiary of the Company. Generally, benefits under this plan consist of a lump sum amount for each year as a director, computed by multiplying monthly base pay by a specific multiplier. The multiplier for Mr. Takahashi's benefit is 4.2. Each year's amount is added to the previous total, and the total is increased by a specified interest rate. Mr. Takahashi's benefit is fully vested.

Mr. Loof is covered by the NCR (Scotland) Pension Plan, which covers employees of NCR Financial Solutions Group Ltd., a wholly-owned subsidiary of the Company. This plan is made up of three parts. The first is a non-contributory pension plan paying a monthly pension of 1% of final average pay for each year of service while covered by the plan. The second part is a money purchase plan containing employee contributions of 3%, 4% or 5% of earnings, as selected by the employee, and company matching contributions of 50% of the employee contributions. The third part is a death benefit plan that pays a lump sum death benefit, spouse's pension and children's pension if a participant dies before age 65. The plan uses only the first (Pounds)84,000 of Mr. Loof's pay to compute his benefits. Mr. Loof's benefits are fully vested.

Supplemental Retirement Plans:

The Company also has two supplemental retirement plans for senior managers. The NCR Senior Executive Retirement, Death & Disability Plan (the "Officer Plan I") covers officers appointed before November 30, 1988, and covers Messrs. Eisenman and Fano. The Retirement Plan for Officers of NCR (the "Officer Plan II") covers senior managers appointed to specified executive levels after November 30, 1988, and covers Messrs. Nyberg, Loof and Takahashi.

The Officer Plan I pays monthly benefits of 4% of the final average monthly pay per year of a participant's service with the Company (up to a maximum of 15 years). Final average monthly pay is the participant's highest consecutive 36 months of pay in the last six years of employment, including salary, annual bonus, and 50% of certain long-term incentive awards. The pension begins at age 62, or may be started between age 55 and 62 in a reduced amount. The benefit is offset by the participant's Social Security primary insurance amount and any retirement or disability benefits paid under other NCR plans. The plan also pays disability and death benefits.

Before January 1, 1997, the Officer Plan I contained a change-in-control provision that was triggered when NCR's stockholders approved the merger of NCR with a wholly-owned subsidiary of AT&T in 1991. Messrs. Eisenman and Fano are entitled to benefits under the Officer Plan I that are enhanced by this change-in-control provision. The enhancement includes an additional five years of service, a guaranteed minimum pay for computing the pension, and the ability to begin receiving the pension at any time after age 50, with a more favorable reduction for early retirement.

The Officer Plan II pays monthly benefits of 2.5% of career average monthly pay for service after

becoming a plan participant. The pension begins at age 62, or may be started between age 55 and 62 in a reduced amount. The benefit is offset by the participant's retirement or disability benefits paid under other NCR plans except for the NCR Mid-Career Hire Supplemental Pension Plan. No benefit is payable if a participant terminates employment during the first year covered by the plan. No benefit is payable if a participant terminates employment before age 55, other than by death, with less than 10 years of NCR service. However, a participant will be entitled to plan benefits if employment is terminated after a change-in-control, as described in the NCR change-in-control severance plans (see the description of those plans under "Employment Agreements and Change in Control Arrangements"). The Officer Plan II also pays death benefits. Prior to 1997, participants in the Officer Plan II received annual awards of NCR restricted stock with a face value equal to 15% of base salary. The restricted stock vests at age 55, if the participant is employed with NCR until then, and becomes freely transferable at age 62.

Employment and Termination of Employment Agreements and Change in Control Arrangements

Letter Agreements with Messrs. Nyberg and Takahashi:

When NCR spunoff from AT&T at the end of 1996, the Company assumed liability under three letter agreements already in effect between Mr. Nyberg and AT&T. The first agreement, dated April 18, 1995, covered Mr. Nyberg's employment with NCR prior to the spinoff. This agreement included Mr. Nyberg's base salary, a 1995 incentive award, performance unit awards under the AT&T Long Term Incentive Plan, and options to purchase shares of AT&T common stock. On January 2, 1997, the outstanding AT&T performance units were replaced with 30,525 restricted stock unit awards based on NCR common stock under the NCR Management Stock Plan. These replacement awards were intended to preserve the economic value of the original awards at the time of the spinoff.

Under the second agreement, dated July 13, 1995, Mr. Nyberg was offered a special hiring bonus of $118,000. NCR paid this bonus to Mr. Nyberg in three equal installments on June 1 of each of year from 1996 through 1998. NCR conditioned these payments on Mr. Nyberg's continued employment with NCR as of each payment date. Under the third agreement, dated June 7, 1996, Mr. Nyberg received an annual retention bonus of $375,000. NCR paid this bonus on June 1 of each year from 1996 through 1998. Payment was conditioned only upon Mr. Nyberg's continued employment with NCR as of each payment date. Mr. Nyberg is also entitled to receive a bonus of $3,875,000 from NCR on June 1, 1999, if he is still employed by NCR on that date. If his employment is terminated as a result of death, disability, involuntary termination other than for cause, or termination for good reason, Mr. Nyberg or his heirs will receive a one-time payment of $5,000,000, less any retention bonus payments already received. The 1996 agreement also provides for a bonus of $2,000,000 to be paid to Mr. Nyberg on or after June 1, 1999, if NCR and Mr. Nyberg agree to an employment contract for an additional two-year period beyond June 1, 1999. As required by its 1996 agreement with Mr. Nyberg, prior to the spinoff, NCR established a rabbi trust with assets sufficient to fund the portion of the bonuses which Mr. Nyberg may receive in 1999.

As required under the terms of the third agreement, on January 2, 1997, NCR granted Mr. Nyberg (1) options to purchase 149,533 shares of NCR stock (valued at $5,000,000 on the date of grant), and (2) 149,533 restricted shares of NCR stock (valued at $5,000,000 on the date of grant.) These options and restricted shares will become exercisable or vest, as applicable, in September 1999.

In addition, the Company entered into a letter agreement with Mr. Takahashi effective December 17, 1998, in connection with his return to Japan for personal reasons. The letter describes his duties in Japan until his termination of employment on March 31, 1999, for which he will continue to receive his current salary. The letter also describes payments to him as required under NCR policies and benefit plans, including relocation and expatriate support, annual incentive award, stock awards, and pension benefits.

Under the letter, Mr. Takahashi agreed to resign as Chairman of NCR Japan at the next regularly scheduled NCR Japan shareholders' meeting. He agreed to continue serving as an outside director and advisor to the Chairman for approximately one year, for which NCR will pay him an annual fee.

Mr. Takahashi agreed not to compete with NCR after his termination of employment and made other

future promises to NCR. In exchange, NCR will pay Mr. Takahashi $175,000 on September 1, 1999, which Mr. Takahashi will refund to NCR if he violates the agreement between September 1, 1999, and December 31, 1999.

Change in Control Agreements:

NCR has a Change in Control Severance Plan for Executive Officers. This plan, which terminates December 31, 2000, provides that executives officers may receive severance benefits if their employment with NCR is terminated as a result of involuntary termination without cause, or voluntary termination for good reason during the three years following certain events (such as an acquisition, merger or liquidation of the Company). These events are called "triggering events." An executive officer may also receive these benefits upon voluntary termination for any reason during the thirteenth month following the month in which the triggering event occurs. The severance benefits include (a) severance pay equal to base pay for three years, (b) payment of the target bonus under the Management Incentive Plan for those three years, (c) reimbursement for any excise tax liability for the severance benefits under Internal Revenue Code Section 4999, (d) continued medical insurance coverage for the officer and eligible dependents and continued life insurance coverage for the officer, (e) outplacement services, and (f) financial counseling. In addition, the officer will be fully vested in any NCR stock options or other stock awards, and any accrued benefit under the Officer Plan. The officer will no longer receive the severance pay if he or she becomes employed by NCR or an unrelated company. If the officer dies while receiving severance benefits, the benefits will continue to be paid to the officer's estate.

NCR also has a change in control agreement with Mr. Nyberg that contains the same terms as the change in control plan for the executive officers. However, the severance payments for Mr. Nyberg also include payment of target long-term incentive bonuses for the severance pay period. Mr. Nyberg's change in control agreement terminates December 31, 2000.

OTHER MATTERS

The Board of Directors does not know of any matters which will be brought before the annual meeting other than those listed in the notice of meeting. If any other matters are properly introduced at the meeting for consideration, including consideration of a motion to adjourn the meeting to another time or place, the individuals named on the enclosed form of proxy will have discretion to vote in accordance with their best judgment.

ADDITIONAL INFORMATION

Cost of Proxy Solicitation

We will pay the expenses of soliciting proxies in connection with the annual meeting. Proxies may be solicited on our behalf through the mail, in person, by telephone, electronic transmission, or facsimile transmission. We have hired Georgeson & Company, Inc. to assist in the solicitation of proxies, at an estimated cost of $17,000, plus reimbursement of reasonable out-of-pocket expenses.

In accordance with the SEC and the New York Stock Exchange rules, NCR will also reimburse brokerage houses and other custodians, nominees, and fiduciaries for their expenses of sending proxies and proxy materials to the beneficial owners of NCR common stock.

Procedures for Stockholder Proposals and Nominations

Under NCR's Bylaws, nominations for director may be made only by (1) the Board of Directors or a committee of the board, or (2) a stockholder entitled to vote who has delivered notice to the Company within 90-120 days before the first anniversary of last year's annual meeting.

Our Bylaws also provide that business may not be brought before an annual meeting unless it is (1) specified in the notice of meeting (which includes stockholder proposals that the Company is required to include in its proxy statement under SEC Rule 14a-8), (2) brought before the meeting by or at the

direction of the board, or (3) brought by a stockholder entitled to vote who has delivered notice to the Company (containing certain information specified in the Bylaws) within 90-120 days before the first anniversary of last year's annual meeting. In addition, you must comply with SEC Rule 14a-8 to have your proposal included in the Company's proxy statement.

A copy of the full text of the Company's Bylaws may be obtained upon written request to the Corporate Secretary at the address provided above.

Stockholder Proposals for 2000 Annual Meeting

Stockholders interested in presenting a proposal for consideration at NCR's annual meeting of stockholders in 2000 must follow the procedures found in SEC Rule 14a-8 and the Company's Bylaws. To be eligible for inclusion in the

Company's 2000 proxy materials, all qualified proposals must be received by NCR's Corporate Secretary no later than November[4], 1999.

The above notice and proxy statement are sent by order of the Board of Directors.

Laura K. Nyquist
Corporate Secretary

Dated: March [3], 1999

Appendix A

NCR CORPORATION

ARTICLES OF AMENDMENT

NCR CORPORATION, a Maryland corporation, having its principal office in Montgomery County, Maryland (which is hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

First: The Corporation hereby effects a reverse stock split by changing and reclassifying each 10 shares of Common Stock, par value $.01 per share, of the Corporation, which is issued and outstanding at [6:00] p.m. on the effective date of this amendment, into one share of such Common Stock, par value $.01 per share.

Fractional shares held by record stockholders who as a result of the reverse split hold less than one share will be converted into the right to receive the fair value of such fractional interests as determined by the Board of Directors of the Corporation.

Second: The amendment does not increase the authorized stock of the Corporation.

Third: The foregoing amendment to the Charter and reduction in the stated capital of the Corporation has been advised by the Board of Directors and approved by the stockholders of the Corporation.

Fourth: The foregoing amendment to the Charter will become effective at [6:00] p.m. on May [14], 1999.

In Witness Whereof, NCR Corporation has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on   , 1999.

Witness: NCR Corporation

- ------------------------------------ By: ___________________________________

Secretary President

The Undersigned, President of NCR Corporation, who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

President

NCR CORPORATION

ARTICLES OF AMENDMENT

NCR Corporation, a Maryland corporation, having its principal office in Montgomery County, Maryland (which is hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of

Maryland that:

First: The Corporation hereby effects a forward stock split by changing and reclassifying each 1 share of Common Stock, par value $.01 per share, of the Corporation, which is issued and outstanding at [6:01] p.m. on the effective date of this amendment, into ten shares of such Common Stock, par value $.01 per share.

Second: The amendment does not increase the authorized stock of the Corporation.

Third: The foregoing amendment to the Charter and increase in the stated capital of the Corporation has been advised by the Board of Directors and approved by the stockholders of the Corporation.

Fourth: The foregoing amendment to the Charter will become effective at [6:01] p.m. on [May 14], 1999.

In Witness Whereof, NCR Corporation has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on   , 1999.

Witness: NCR Corporation

____________________________________   By: ___________________________________
Secretary   President

The Undersigned, President of NCR Corporation, who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

____
President

Detach Here

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1999 ANNUAL STOCKHOLDERS MEETING
RESERVATION REQUEST FORM

If you plan to attend the 1999 Annual Stockholders Meeting of NCR Corporation, please complete the following information and return to Laura K. Nyquist, Corporate Secretary, NCR Corporation, 1700 South Patterson Blvd., Dayton, Ohio 45479.

Your name and address: --------------------------------

Number of shares of NCR common stock you hold:

If the shares listed above are not registered in your name, identify the name of the registered stockholder below and include evidence that you beneficially own the shares.

Registered stockholder: --------------------------------
(name of your bank, broker,
or other nominee)

THIS IS NOT A PROXY CARD

[NCR LOGO APPEARS HERE]

NCR Corporation
1700 South Patterson Boulevard
Dayton, OH 45478-0001

c/o BankBoston
P.O. 9398
Boston, MA 02205-9398

Instructions for Voting Your Proxy

NCR is offering its stockholders two ways of voting: either by mail or via the Internet. Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, and returned your proxy card. NCR encourages you to use this cost-effective and convenient way of voting.

INTERNET VOTING

- Visit our Internet voting website at xxx.xxxx.com, 24 hours a day, 7 days a week.
- Enter the Control Number above your name and follow the instructions on your computer screen.
- Your vote will be confirmed and cast as you directed.
- There may be Internet charges (usage or server fees) that must be paid by the stockholder.

VOTING BY MAIL

- Simply mark, sign, and date your proxy card and return it in the postage-paid envelope.
- If you are voting via the Internet, please do not mail your proxy card.

Electronic Distribution

If you would like to receive NCR's future proxy statements and annual reports electronically, please visit http://www.xxx.xxx.com

NCR's Annual Meeting of Stockholders will be held at 9:30 a.m. on April 15, 1999, at NCR's Sugar Camp Education Center, 101 W. Schantz Ave., Dayton, OH 45479. Please see your proxy statement for instructions should you wish to attend the meeting.

PLEASE DETACH PROXY CARD HERE

[X] Please mark votes as in this example.

NCR's Board of Directors recommend a vote "FOR" proposals 1, 2, and 3, and "AGAINST" proposal 4.

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1. Election of Class C Directors: (page 6) (01) Ronald A. Mitsch, (02) C.K. Prahalad, (03) William S. Stavropoulos Election of Class B Director: (page 6) (04) James R. Long	FOR ALL nominees [_]	WITHHOLD FROM ALL nominees [_]	
FOR ALL EXCEPT the following nominee(s): ______________________			
2. Amend the Company's amended and restated articles of incorporation to effect a reverse stock split followed by a forward stock split of NCR's common stock (page 9).	FOR [_]	AGAINST [_]	ABSTAIN [_]
3. Approval of the appointment of PricewaterhouseCoopers as the Company's independent accountants for 1999 (page 18).	FOR [_]	AGAINST [_]	ABSTAIN [_]
4. Stockholder Proposal--Discontinue Executive Incentive Programs (page 19).	FOR [_]	AGAINST [_]	ABSTAIN [_]

Discontinue Annual Report Duplicate Account [_]

Vote Limitations on Other Side of Card [_]

If you attend the meeting and decide to vote by ballot, your ballot will supersede this proxy. If signing for a corporation or partnership or as agent, attorney or fiduciary, indicate the capacity in which you are signing.

Signature ______________________________________ Date ________________________

Signature ______________________________________ Date ________________________

Please Sign This Proxy as Name(s) Appear Above.

[NCR LOGO APPEARS HERE] PROXY/VOTING INSTRUCTION CARD

NCR Corporation

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR NCR'S ANNUAL MEETING OF STOCKHOLDERS ON APRIL 15, 1999.

The undersigned stockholder of NCR Corporation, a Maryland corporation ("NCR"), hereby appoints Lars Nyberg, David Bearman, and Jon S. Hoak, and each of them, proxies, with the powers the undersigned would possess if personally present, and with full power of substitution, to vote all shares of common stock of NCR that the undersigned is entitled to vote at NCR's Annual Meeting of Stockholders to be held in Dayton, Ohio, on April 15, 1999, and at any postponement or adjournment thereof, upon any matter that may properly come before the meeting, or any postponement or adjournment thereof, including the matters described in the accompanying proxy statement. This proxy also provides voting instructions to the trustee of the NCR Savings Plan and to the trustees and administrators of the benefit plans of Lucent Technologies, Inc., AT&T Capital Corporation, or other companies, with respect to shares of NCR common stock the undersigned may hold under such plans for which the undersigned is entitled to vote at said meeting to the extent permitted by such plans and their trustees and administrators.

THE PROXIES OR THE TRUSTEES AND ADMINISTRATORS OF THE PLANS, AS THE CASE MAY BE, WILL VOTE YOUR SHARES IN ACCORDANCE WITH YOUR DIRECTIONS ON THIS CARD. IF YOU DO NOT INDICATE YOUR CHOICES ON THIS CARD, THE PROXIES WILL VOTE YOUR SHARES IN ACCORDANCE WITH THE DIRECTORS' RECOMMENDATIONS. IF YOU ARE AN NCR SAVINGS PLAN OR OTHER BENEFIT PLAN PARTICIPANT ENTITLED TO VOTE AT THE 1999 ANNUAL MEETING OF STOCKHOLDERS AND DO NOT INDICATE YOUR CHOICES ON THIS CARD, THOSE SHARES WILL BE VOTED BY THE TRUSTEES OF SUCH PLANS.