SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| | ess of Reporting Pers | | 2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP</u> [NCR] | | tionship of Reporting Pers all applicable) Director | con(s) to Issuer 10% Owner |
|-----------------------------|-----------------------|----------|--|------------------------|--|-------------------------------|
| (Last) 710 22ND STH | (First) REET | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2011 | | Officer (give title below) | Other (specify below) |
| (Street) SANTA MONICA | CA | 90402 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing Form filed by One Repo Form filed by More thar Person | orting Person |
| (City) | (State) | (Zip) | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|------|---|--|---------------|---------|---|---------------------------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Common Stock | 02/15/2011 | | М | | 12,000 | Α | \$10.55 | 94,045 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | Deri Sec Acq or D | umber of ivative urities uired (A) bisposed D) (Instr. 3, id 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | ies g Security | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------------------------------|---|----------------------------|---|--|--------------------|----------------------|---|--|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |
| Stock Option (Right to Buy) | \$10.55 ⁽¹⁾ | 02/15/2011 | | М | | | 12,000 ⁽²⁾ | 04/18/2001 | 04/18/2011 | Common Stock | 12,000 | \$0 | 0 | D | |

Explanation of Responses:

1. The previously reported exercise price was \$45.74. On January 21, 2005, the common stock of the issuer split 2-for-1, with the result that the previously reported exercise price split to \$22.87. In 2007, the issuer completed a spin-off of a division of the issuer into an independent, publicly-held company now known as Teradata Corporation. In connection with the spin-off, the exercise price was adjusted, converting the exercise price to \$10.55.

2. The previously reported number of options was 6,000. On January 21, 2005, the common stock of the issuer split 2-for-1, with the result that the previously reported number of shares increased to 12,000.

| Chanda L. Kirchner, Attorney- | |
|--------------------------------|------------|
| <u>in-Fact for Linda Fayne</u> | 02/17/2011 |
| <u>Levinson</u> | |
| | _ |

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Date

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