FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Was | hing | ton, | D.C. | 20549 | |
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| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |
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OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

| 1. Name and Address of Reporting Person* Potter Beth (Last) (First) (Middle) 864 SPRING STREET NW | | | | | | 2. Issuer Name and Ticker or Trading Symbol NCR CORP [NCR] 3. Date of Earliest Transaction (Month/Day/Year) 02/12/2020 | | | | | | | | | neck all ap | pplicable) ector | p Person(s) to Issuer 10% Owner | |
|---|--|-------|---|---------|------------------------------|--|--|-------|---|---------|---------------------|---|------------------------|---|--|---|---|-----------|
| | | | | | | | | | | | | | | | | Officer (give title below) CAO Other (specify below) | | |
| (Street) ATLANTA GA 30308 (City) (State) (Zip) | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. I Lin | e) <mark>X</mark> For For | idual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (- 4) | | | | n-Deriv | ative | Se | curitie | s Acc | quired, | Dis | posed o | f, or | Bene | ficia | lly Owr | ed | | |
| Dat | | | | Date | Date E Month/Day/Year) in | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) 4. Securit Disposed 5) | | | | | Secu Bene | nount of rities ficially ed Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | Code | v | Amount | (A (D |) or) | Price | Tran | saction(s) r. 3 and 4) | | (11150.4) |
| Common Stock 02/12 | | | | | /2020 | 2020 | | A | | 3,757(1 | 1) | A \$33.27 | | 27 | 21,928 | D | | |
| | | Та | | | | | | | | | sed of, onvertib | | | | Owne | i | | |
| 1. Title of Derivative Security 1. Title of Conversion or Exercise (Instr. 3) 2. Conversion Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | | Date, | 4. Transaction Code (Instr. 8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | str. 3 | 8. Price of Derivative Security (Instr. 5) | | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | Code | v | (A) | (D) | Date Exercisa | | Expiration Date | Title | or Num of Sha | nber | | | | |

Explanation of Responses:

1. This is an award of time-based restricted stock units granted on February 12, 2020 that will vest ratably with one-third of such units vesting on each of the first, second and third anniversaries of the grant date (each a "Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Vesting Date in accordance with the terms and conditions of the award agreement.

Remarks:

Laura J. Foltz, Attorney-in-02/14/2020 Fact for Beth Potter

** Signature of Reporting Person Date

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

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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