SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL 3235-0287 OMB Number:

Estimated average burden hours per response: 05

1. Name and Address of Reporting Person [*] BRUNO JOHN G			2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP</u> [NCR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
			- x	Officer (give title below)	21	Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		DEIOW)		Delow)		
7 WORLD TRA	DE CENTER		05/16/2011		Executive Vic	e Pre	esident		
250 GREENWI	CH STREET								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Fi	lina (C	Check Applicable		
(Street)			······································	Line)					
NEW YORK	NY	10007		X	Form filed by One R	eporti	ng Person		
					Form filed by More t Person	han O	one Reporting		
(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)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)		
Common Stock	05/16/2011		M ⁽¹⁾		16,176	A	\$12.81	271,904	D			
Common Stock	05/16/2011		M ⁽¹⁾		25,000	A	\$13.67	296,904	D			
Common Stock	05/16/2011		S ⁽¹⁾		16,176(2)	D	\$19.41 ⁽²⁾	280,728	D			
Common Stock	05/16/2011		S ⁽¹⁾		25,000 ⁽³⁾	D	\$19.41 ⁽³⁾	255,728	D			
Common Stock	05/17/2011		M ⁽¹⁾		6,100	A	\$13.67	261,828	D			
Common Stock	05/17/2011		S ⁽¹⁾		6,100 ⁽⁴⁾	D	\$19.25(4)	255,728	D			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	umber vative urities uired or oosed D) (Instr. and 5)	6. Date Exercia Expiration Dat (Month/Day/Ye	te	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Employee Stock Option (Right to Buy)	\$12.81	05/16/2011		М			16,176	02/23/2011 ⁽⁵⁾	02/23/2020	Common Stock	16,176	\$0	48,531	D	
Employee Stock Option (Right to Buy)	\$13.67	05/16/2011		М			25,000	12/01/2010 ⁽⁶⁾	12/01/2018	Common Stock	25,000	\$0	325,532	D	
Employee Stock Option (Right to Buy)	\$13.67	05/17/2011		М			6,100	12/01/2010 ⁽⁶⁾	12/01/2018	Common Stock	6,100	\$0	319,432	D	

Explanation of Responses:

1. The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2011.

2. Represents the sale of 16,176 shares in 56 transactions at prices ranging from \$19.25 to \$19.59 per share, resulting in a weighted average sale price of \$19.41 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. Represents the sale of 25,000 shares in 68 transactions at prices ranging from \$19.25 to \$19.59 per share, resulting in a weighted average sale price of \$19.41 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

4. Represents the sale of 6,100 shares in 3 transactions at prices ranging from \$19.25 to \$19.26 per share, resulting in a weighted average sale price of \$19.25 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

5. The grant vests in four equal annual installments commencing February 23, 2011. The first installment vested on the date shown above.

6. The grant vests in four equal annual installments commencing December 1, 2009. The first two installments vested on December 1, 2009 and the date shown above, respectively.

Chanda K. Kirchner, Attorney-05/18/2011 in-Fact for John G. Bruno Date

** 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.

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