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
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1. Name and Add <u>TAYLOR K</u>	ress of Reporting P EITH A	'erson [*]	2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP</u> [NCR]		tionship of Reporting Per (all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) 1700 S. PATTERSON BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 02/10/2006		below) Senior Vice P	below)
(Street) DAYTON (City)	OH (State)	45479 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting Person

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)		A. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	02/10/2006		М		40,000	Α	\$22.375	74,612.6593	D	
Common Stock	02/10/2006		М		60,000	Α	\$22.23	134,612.6593	D	
Common Stock	02/10/2006		S		100,000	D	\$38.176	34,612.6593	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)	Year) Execution Date, if any (Month/Day/Year) Secu Acqu (A) o Dispute (A) o Dispute (A		umber vative urities uired or oosed o) (Instr. and 5)	ed Instr.			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)	\$22.375 ⁽¹⁾	02/10/2006		М			40,000	(2)	08/24/2009	Common Stock	40,000 ⁽³⁾	\$0	0	D	
Employee Stock Option (Right to Buy)	\$22.23 ⁽⁴⁾	02/10/2006		М			60,000	(5)	01/26/2011	Common Stock	60,000 ⁽⁶⁾	\$0	0	D	

Explanation of Responses:

1. The previously reported price was \$44.75. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$44.75 split to \$22.375.

2. The option vests in 3 equal annual installments beginning on 08/24/2000.

3. The previously reported number of securities was 20,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 20,000 increased to 40,000.

4. The previously reported price was \$44.47. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$44.47 split to \$22.34.

5. The option vests in 3 equal annual installments beginning on 02/26/2002.

6. The previously reported number of securities was 30,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 30,000 increased to 60,000.

Nelson F. Greene, Attorney-in-02/10/2006

fact for Keith A. Taylor

** 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.