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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): December 1, 2004**

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**NCR CORPORATION**

(Exact name of registrant as specified in its charter)

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**Commission File Number 001-00395**

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**31-0387920**  
(I.R.S. Employer  
Identification No.)

**1700 S. Patterson Blvd.**  
**Dayton, Ohio 45479**  
(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (937) 445-5000**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On December 1, 2004, NCR Corporation (the "Company") issued a press release announcing that the Board of Directors of the Company approved a two-for-one stock split which will be payable in the form of a 100 percent stock dividend on January 21, 2005. Stockholders of record as of December 31, 2004 will receive one additional share of NCR common stock for each share of NCR common stock owned. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits:

The following exhibits are filed with this current report on Form 8-K:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
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99.1	Press Release dated December 1, 2004.
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**NCR CORPORATION**

Date: December 1, 2004

By: /s/ Peter J. Bocian

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Peter J. Bocian  
Senior Vice President and Chief Financial Officer

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## Index to Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated December 1, 2004.



Transforming Transactions  
into Relationships

For media information:

Jeff Dafler  
NCR Corporation  
(937) 445-5236  
[jeffrey.dafler@ncr.com](mailto:jeffrey.dafler@ncr.com)

**For Release on December 1, 2004**

1700 South Patterson Boulevard  
Dayton, OH 45479

**NEWS RELEASE**

For investor information:

Gregg Swearingen  
NCR Corporation  
(937) 445-4700  
[gregg.swearingen@ncr.com](mailto:gregg.swearingen@ncr.com)

### **NCR Board of Directors Approves a Two-for-One Stock Split**

**DAYTON, Ohio** – NCR Corporation (NYSE: NCR) today announced that its board of directors has approved a two-for-one stock split, which will be payable in the form of a 100 percent stock dividend on Jan. 21, 2005. Stockholders of record as of the close of the market on Dec. 31, 2004, will receive one additional share of NCR common stock for each share of NCR common stock owned.

In order to receive the stock dividend, stockholders of record on Dec. 31, 2004, must continue to hold their share(s) of NCR stock through the dividend payment date, Jan. 21, 2005. The dividend will be paid in authorized but unissued shares of NCR common stock. The company anticipates that the issued and outstanding shares of common stock after the split will be increased from approximately 93.3 million shares to 186.6 million shares.

#### ***About NCR Corporation***

NCR Corporation (NYSE: NCR) is a leading global technology company helping businesses build stronger relationships with their customers. NCR's ATMs, retail systems, Teradata data warehouses and IT services provide Relationship Technology solutions that maximize the value of customer interactions and help organizations create a stronger competitive position. NCR ([www.ncr.com](http://www.ncr.com)) is based in Dayton, Ohio.

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**Note to Investors**

This news release contains forward-looking statements, including statements as to anticipated or expected results, beliefs, opinions and future financial performance, within the meaning of Section 21E of the Securities and Exchange Act of 1934. Forward-looking statements include projections of revenue, profit growth and other financial items, future economic performance and statements concerning analysts' earnings estimates, among other things. These forward-looking statements are based on current expectations and assumptions and involve risks and uncertainties that could cause NCR's actual results to differ materially.

In addition to the factors discussed in this release, other risks and uncertainties include: the uncertain economic climate and its impact on the markets in general or on the ability of our suppliers to meet their commitments to us, or the timing of purchases (including upgrades to existing data warehousing solutions and retail point-of-service solutions) by our current and potential customers and other general economic and business conditions; the timely development, production or acquisition and market acceptance of new and existing products and services (such as self-checkout and electronic shelf-labeling technologies, ATM outsourcing and enterprise data warehousing), including our ability to accelerate market acceptance of new products and services; shifts in market demands, continued competitive factors and pricing pressures and their impact on our ability to improve gross margins and profitability, especially in our more mature offerings; short product cycles, rapidly changing technologies and maintaining competitive leadership position with respect to our solution offerings, particularly data warehousing technologies; tax rates; ability to execute our business and reengineering plans; turnover of workforce and the ability to attract and retain skilled employees, especially in light of recent cost-control measures taken by the company; availability and successful exploitation of new acquisition and alliance opportunities; changes in Generally Accepted Accounting Principles (GAAP) and the resulting impact, if any, on the company's accounting policies; continued efforts to establish and maintain best-in-class internal information technology and control systems; and other factors detailed from time to time in the company's U.S. Securities and Exchange Commission reports and the company's annual reports to stockholders. The company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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