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 Address of Reporting Person [*] LEVINSON LINDA FAYNE			2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP</u> [NCR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner
(Last) (First) (Middle) 7 WORLD TRADE CENTER 250 GREENWICH STREET, 35TH FLOOR (Street) NEW YORK NY 10007			3. Date of Earliest Transaction (Month/Day/Year) 03/29/2012	Officer (give title Other (specify below)
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting 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)	Transaction Code (Instr.		4. 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)
				v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	03/29/2012		М		12,000	Α	\$9.02	77,903	D	
Common Stock ⁽³⁾	03/30/2012		Α		933	Α	\$21.71	78,836	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)				6. Date Exerc Expiration Da (Month/Day/)	ate	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	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		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$9.02 ⁽¹⁾	03/29/2012		М			12,000 ⁽²⁾	04/24/2002	04/24/2012	Common Stock	12,000	\$0	0	D	

Explanation of Responses:

1. The previously reported exercise price was \$39.11. On January 21, 2005, the common stock for the issuer split 2-for-1, with the result that the previously reported exercise price split to \$19.55. 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 \$9.02.

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.
 These are shares of common stock issued under the NCR Director Compensation Program (the "Compensation Program") as part of the reporting person's annual retainer, which is paid quarterly. The reporting person elected to receive all or a portion of the annual retainer in current common stock in accordance with the terms of the Compensation Program.

Mary H. Fragola, Attorney-in-04/02/2012

Fact for Linda Fayne Levinson

** 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.