

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Potter Beth</u>			2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP [ NCR ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>CAO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2021</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
864 SPRING STREET NW			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	ATLANTA	GA	30308			
(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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	02/23/2021		F		205 <sup>(1)</sup>	D	\$35.41	8,990	D	
Common Stock	02/23/2021		A		2,383 <sup>(2)</sup>	A	\$35.41	11,373	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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					
Phantom Stock Units <sup>(3)</sup>	(4)	02/23/2021		A		4,236 <sup>(4)</sup>		(4)	(4)	Common Stock	\$35.41	4,236	D	

**Explanation of Responses:**

- These shares were withheld to cover tax withholding obligations when 678 previously reported restricted stock units vested on February 23, 2021.
- Partial settlement of an award under the long-term NCR Strategic Transformation Fitness Plan pursuant to the Second Amended and Restated NCR Management Incentive Plan in the form of Restricted Stock Units (RSUs) granted on February 23, 2021 that will vest in full on December 31, 2021, generally subject to the reporting person's continued employment with the issuer through the vesting date in accordance with the RSU award agreement.
- These are time-based restricted stock units granted February 23, 2021 that will vest ratably, with 1/3 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 Dates, and in accordance with the terms and conditions of the applicable award agreement. The reporting person elected to defer receipt of such units in accordance with the terms of the NCR Corporation Deferred Compensation Plan ("Plan").
- The phantom stock units: (i) are converted into common stock on a one-for-one basis, and (ii) become payable in accordance with the applicable award agreement and the Plan following separation from Company service.

**Remarks:**

Laura J. Foltz, Attorney-in-Fact 02/25/2021  
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.