

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

| OMB APPROVAL | |
|--|-----------|
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| 1. Name and Address of Reporting Person * <u>BOYKIN EDWARD P</u> (Last) (First) (Middle) <u>7 WORLD TRADE CENTER</u> <u>250 GREENWICH STREET, 35TH FLOOR</u> (Street) <u>NEW YORK NY 10007</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP [NCR]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2016</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 |

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 | 12/05/2016 | | S | | 27,664 | D | \$38.98 ⁽¹⁾ | 53,053 | D | |
| Common Stock | 12/05/2016 | | M | | 3,252 | A | \$22.96 | 56,305 | D | |
| Common Stock | 12/05/2016 | | S | | 3,252 | D | \$38.98 ⁽²⁾ | 53,053 | D | |
| Common Stock | 12/05/2016 | | M | | 7,152 | A | \$25.17 | 60,205 | D | |
| Common Stock | 12/05/2016 | | S | | 7,152 | D | \$38.98 ⁽³⁾ | 53,053 | D | |
| Common Stock | 12/05/2016 | | M | | 19,134 | A | \$10.09 | 72,187 | D | |
| Common Stock | 12/05/2016 | | S | | 19,134 | D | \$38.98 ⁽⁴⁾ | 53,053 | D | |
| Common Stock | 12/05/2016 | | M | | 13,830 | A | \$13.16 | 66,883 | D | |
| Common Stock | 12/05/2016 | | S | | 13,830 | D | \$38.98 ⁽⁵⁾ | 53,053 | D | |
| Common Stock | 12/05/2016 | | M | | 11,363 | A | \$19.35 | 64,416 | D | |
| Common Stock | 12/05/2016 | | S | | 11,363 | D | \$38.98 ⁽⁶⁾ | 53,053 | D | |
| Common Stock | 12/05/2016 | | M | | 9,688 | A | \$23.32 | 62,741 | D | |
| Common Stock | 12/05/2016 | | S | | 9,688 | D | \$38.98 ⁽⁷⁾ | 53,053 | D | |
| Common Stock | 12/05/2016 | | G | V | 1,950 ⁽⁸⁾ | D | \$0.00 | 51,103 | 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 | | | | | | Title |
| Stock Option (Right to Buy) | \$22.96 | 12/05/2016 | | M | | | 3,252 | 04/25/2008 | 04/24/2017 | Common Stock | 3,252 | \$0.00 | 0 | D | |
| Stock Option (Right to Buy) | \$25.17 | 12/05/2016 | | M | | | 7,152 | 05/14/2009 | 05/13/2018 | Common Stock | 7,152 | \$0.00 | 0 | D | |
| Stock Option (Right to Buy) | \$10.09 | 12/05/2016 | | M | | | 19,134 | 05/01/2010 | 04/30/2019 | Common Stock | 19,134 | \$0.00 | 0 | 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 | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$13.16 | 12/05/2016 | | M | | | 13,830 | 05/01/2011 | 04/30/2020 | Common Stock | 13,830 | \$0.00 | 0 | D | |
| Stock Option (Right to Buy) | \$19.35 | 12/05/2016 | | M | | | 11,363 | 05/03/2012 | 05/02/2021 | Common Stock | 11,363 | \$0.00 | 0 | D | |
| Stock Option (Right to Buy) | \$23.32 | 12/05/2016 | | M | | | 9,688 | 04/25/2013 | 04/25/2022 | Common Stock | 9,688 | \$0.00 | 0 | D | |

Explanation of Responses:

1. Represents the sale of 27,664 shares in 247 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
2. Represents the sale of 3,252 shares in 35 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.09 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
3. Represents the sale of 7,152 shares in 74 transactions on December 5, 2016 ranging in price from \$38.82 to \$39.13 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
4. Represents the sale of 19,134 shares in 191 transactions on December 5, 2016 ranging in price from \$38.82 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
5. Represents the sale of 13,830 shares in 138 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
6. Represents the sale of 11,363 shares in 113 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.13 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
7. Represents the sale of 9,688 shares in 100 transactions on December 5, 2016 ranging in price from \$38.83 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
8. These are shares of NCR Corporation Common Stock that the reporting person gifted to a nonprofit 501(c)(3) organization.

Remarks:

Laura J. Foltz, Attorney-in-Fact 12/07/2016
for Edward P. Boykin

** 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.

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