

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): October 12, 2004

NCR CORPORATION

(Exact name of registrant as specified in its charter)

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)

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 2.02 Results of Operations and Financial Condition.

NCR Corporation (the "Company") is furnishing the following information as required under Item 2.02 "Results of Operations and Financial Condition" of Form 8-K. Such information, including the Exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934.

On October 12, 2004, the Company issued a press release announcing its expected third-quarter 2004 revenue and earnings per share amounts along with updating its forecast for 2004 earnings per share. A copy of the press release is furnished as Exhibit 99.1 of this report.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

The following exhibit is filed with this current report on Form 8-K:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press Release dated October 12, 2004.

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: October 12, 2004

By: /s/ Peter J. Bocian

Peter J. Bocian
Senior Vice President and Chief Financial Officer

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<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 12, 2004.



Transforming Transactions
into Relationships

For media information:

John Hourigan
NCR Corporation
(937) 445-2078
john.hourigan@ncr.com

For Release on October 12, 2004

1700 South Patterson Boulevard
Dayton, OH 45479

NEWS RELEASE

For investor information:

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

NCR's Third-Quarter Results to Exceed Expectations

7 percent revenue growth leverages success of cost and expense initiatives

DAYTON, Ohio – NCR Corporation (NYSE: NCR) today announced that it will report strong third-quarter results as higher-than-anticipated revenue leveraged the company's continuing initiatives to improve operational efficiency.

NCR now expects third-quarter revenue of approximately \$1.44 billion to \$1.45 billion, an increase of approximately 7 percent from the third quarter of 2003, and earnings per share of \$0.40 or more, at least doubling earnings of \$0.19 per share in the year-ago period. According to First Call, the mean estimate among Wall Street analysts for the third quarter is \$0.20 per share. NCR's third-quarter revenue growth is expected to include 3 percentage points from foreign currency fluctuations.

NCR's better-than-expected third-quarter results were, in part, driven by strong performance in the company's Teradata Data Warehousing and Financial Self Service businesses.

Including gains and charges related to real estate transactions expected in the fourth quarter of 2004, and items included in the company's results earlier in the year, full-year earnings per share reported in accordance with GAAP are expected to be in the \$2.40 to \$2.45 range. Excluding the net benefit of these items, NCR is increasing its expectations for full-year 2004 earnings-per-share to \$1.40 - \$1.45.

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Reconciliation of GAAP to Non-GAAP Measures

Non-GAAP measures exclude the effect of the items listed below

	Results		Guidance	
	Q3 2004	Q3 2003	Q4 2004	2004
Earnings Per Share (GAAP)	\$ 0.40	\$ 0.19	\$0.74-\$0.79	\$2.40-\$2.45
Resolution of prior-year tax audits	—	—	—	0.88
Receipt of acquisition-related break-up fee	—	—	—	0.02
Net gain on real estate transactions	—	—	0.04	0.07
Adjusted Earnings Per Share (Non-GAAP)¹	\$ 0.40	\$ 0.19	\$0.70-\$0.75	\$1.40-\$1.45

According to First Call, the mean estimate for earnings per share among Wall Street analysts is \$0.75 for the fourth quarter and \$1.25 for the full year.

NCR will provide more detailed information regarding its third-quarter results on October 28, 2004. The company's third-quarter results will be discussed during a conference call scheduled for 10:00 a.m. (ET) that day. Live access to the conference call, as well as a replay of the conference call, will be available on NCR's Web site at <http://investor.ncr.com/>.

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) is based in Dayton, Ohio.

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NCR and Teradata are trademarks or registered trademarks of NCR Corporation in the United States and other countries. Relationship Technology is either a registered trademark or trademark of NCR Corporation in the United States and/or other countries.

¹ The exclusion of one-time items creates a non-GAAP financial measure. NCR believes that this non-GAAP financial measure is useful for investors because it provides a more complete understanding of NCR's underlying operational performance or expected performance, as well as consistency and comparability with past reports of financial results. This non-GAAP measure should not be considered as a substitute for earnings per share determined in accordance with accounting principles generally accepted in the United States ("GAAP").

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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 a 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 us; availability and successful exploitation of new acquisition and alliance opportunities; changes in generally accepted accounting principles 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.