

NCR CORP
Form 4
March 11, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
QUINLAN MARK D

(Last) (First) (Middle)
10332 BLACK BIRCH DRIVE

(Street)

DAYTON, OH 45458

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NCR CORP [NCR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(D)	Price
Common Stock	03/09/2005		M		6,666	A	\$ 9.675
Common Stock	03/09/2005		M		3,334	A	\$ 20.595
Common Stock	03/09/2005		S		8,000	D	\$ 38.3155
							12,661
							15,995
							7,995

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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securities of 4,167 increased to 8,334, 3,334 of which are being exercised.

- (3) The option vested in 3 equal annual installments beginning 01/24/2003.
- (4) Previously reported price was \$19.35. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$19.35 split to \$9.675.
Previously reported number of securities was 10,000. On February 4, 2004, 3,333 of these securities were exercised, with 6,667 remaining. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of securities of 6,667 increased to 13,334, 6,666 of which are being exercised.
- (6) The option vests in 3 equal annual installments beginning on 02/03/2004.

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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