

NCR CORP  
Form 4  
August 24, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 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 \*  
BERG ERIC A

(Last) (First) (Middle)  
1700 S. PATTERSON BOULEVARD  
(Street)

DAYTON, OH 45479

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/24/2005

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)  
Senior 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                    | 08/24/2005                           |  | M                              |   | 13,332  | A  | \$ 15.185   |
| Common Stock                    | 08/24/2005                           |  | M                              |   | 6,668   | A  | \$ 15.185   |
| Common Stock                    | 08/24/2005                           |  | S                              |   | 20,000  | D  | \$ 35.2757  |
|                                 |                                      |  |                                |   | 41,817.5191   | D  |   |
|                                 |                                      |  |                                |   | 48,485.5191   | D  |   |
|                                 |                                      |  |                                |   | 28,485.5191   | D  |   |

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

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SEC 1474 (9-02)

number.

**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 15.185 <sup>(1)</sup>                               | 08/24/2005                           |  | M                              | 13,332  | <sup>(2)</sup> 07/23/2013                                | Common Stock  | 20,000 <sup>(3)</sup>      |
| Employee Stock Option (Right to Buy)       | \$ 15.185 <sup>(1)</sup>                               | 08/24/2005                           |  | M                              | 6,668   | <sup>(2)</sup> 07/23/2013                                | Common Stock  | 50,000 <sup>(4)</sup>      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| BERG ERIC A<br>1700 S. PATTERSON BOULEVARD<br>DAYTON, OH 45479 |               |           | Senior Vice President |       |

## Signatures

Nelson F. Greene, Attorney-in-fact for Eric A. Berg  
 08/24/2005  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Previously reported price was \$30.37. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$30.37 split to \$15.1850.
- (2) The option vests in three equal annual installments, with the first installment vesting on 7/23/2004.
- (3) Previously reported number of securities was 10,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the number of securities of 10,000 increased to 20,000, of which 13,332 are being exercised at this time.

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- Previously reported number of securities was 35,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the
- (4) result that the previously reported number of securities of 35,000 increased to 70,000. 20,000 of these options were exercised in May 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.