

NCR CORP  
Form 3  
October 30, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |   |  |   |   |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Gallagher Edward R</p> <p>(Last) (First) (Middle)</p> <p>NCR CORPORATION, 7<br/>WORLD TRADE<br/>CENTER,Â 250 GREENWICH<br/>STREET, 35TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10007</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/21/2015</p> | <p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>NCR CORP [NCR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>SVP, GC &amp; Secy</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 9,169  | D   | Â  |
| Common Stock                       | 5,016 <sup>(1)</sup>                                     | D   | Â  |
| Common Stock                       | 3,614 <sup>(2)</sup>                                     | D   | Â  |
| Common Stock                       | 1,496 <sup>(3)</sup>                                     | D   | Â  |
| Common Stock                       | 1,679 <sup>(4)</sup>                                     | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |   |   |
|---|---|--|--|--|--|---|---|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares   |  |   |   |
| Restricted Stock Units                        | Â (5)   | Â (5)  | Common Stock   | 1,692  | \$ 0   | D | Â |
| Restricted Stock Units                        | Â (6)   | Â (6)  | Common Stock   | 2,218  | \$ 0   | D | Â |
| Employee Stock Options (right to buy)         | 02/23/2011(7)   | 02/22/2020(7)  | Common Stock   | 1,156  | \$ 12.81   | D | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Gallagher Edward R<br>NCR CORPORATION, 7 WORLD TRADE CENTER<br>250 GREENWICH STREET, 35TH FLOOR<br>NEW YORK, NY 10007 | Â             | Â         | Â SVP, GC & Secy | Â     |

## Signatures

Laura J. Foltz, Attorney-in-Fact for Edward R. Gallagher  
Date: 10/30/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) These are time-based restricted stock units granted on February 23, 2015 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.
- (2) These are time-based restricted stock units granted on November 1, 2014 that will vest on November 1, 2017, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- (3) These are time-based restricted stock units granted on February 24, 2014 that will vest on February 24, 2017, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- (4) These are time-based restricted stock units granted on February 25, 2013 that will vest on February 25, 2016, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- (5) These are restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest on October 25, 2016, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms

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and conditions of the applicable award agreement.

These are restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest on

(6) October 28, 2015, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.

(7) These options are fully vested.

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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