

Langenbahn Paul
Form 4
February 26, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Langenbahn Paul

(Last) (First) (Middle)

14770 TRINITY

(Street)

FORT WORTH, TX 76155

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Exec VP, Pres. NCR Commerce

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/23/2019		M	(A) or (D) Amount 10,234 (1)	\$ 0	34,278	D
Common Stock	02/23/2019		F	(A) or (D) Amount 2,522 (2)	\$ 28.96	31,756	D
Common Stock	02/24/2019		M	(A) or (D) Amount 66,979 (3)	\$ 0	98,735	D
Common Stock	02/24/2019		F	(A) or (D) Amount 22,712 (4)	\$ 28.96	76,023	D
Common Stock	02/24/2019		F	(A) or (D) Amount 1,403 (5)	\$ 28.96	74,620	D

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

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(9-02)

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)		8. De	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	02/23/2019		M		10,234 <u>(1)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	10,234
Restricted Stock Units	\$ 0 <u>(3)</u>	02/24/2019		M		66,979 <u>(3)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	66,979

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Langenbahn Paul 14770 TRINITY FORT WORTH, TX 76155			Exec VP, Pres. NCR Commerce	

Signatures

Laura J. Foltz, Attorney-in-Fact for Paul
Langenbahn

02/26/2019

 **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) Represents the conversion of restricted stock units that vested on February 23, 2019. The performance related conditions of these restricted stock units were satisfied on February 7, 2019.

(2) These shares were withheld to cover tax withholding obligations when 10,234 previously reported restricted stock units vested on February 23, 2019.

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- (3) Represents the conversion of restricted stock units that vested on February 24, 2019. The performance related conditions of these restricted stock units were satisfied on December 9, 2016.
- (4) These shares were withheld to cover tax withholding obligations when 66,979 previously reported restricted stock units vested on February 24, 2019.
- (5) These shares were withheld to cover tax withholding obligations when 3,565 previously reported restricted stock units vested on February 24, 2019.

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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