

NCR CORP

Form 4

October 07, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DORSMAN PETER A

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250
GREENWICH STREET, 35TH
FLOOR

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2013

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) __X__ Other (specify below)
EVP Services and / Chief Quality Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/03/2013		M		40,135 (1)	A	\$ 21.27	124,522	D
Common Stock	10/03/2013		M		13,017 (1)	A	\$ 23.93	137,539	D
Common Stock	10/03/2013		M		43,853 (1)	A	\$ 22.16	181,392	D
Common Stock	10/03/2013		S		97,005 (1)	D	\$ 40.21 (2)	84,387	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.27	10/03/2013		M		40,135		<u>(3)</u>	03/01/2017	Common Stock	40,135
Employee Stock Option (Right to Buy)	\$ 23.93	10/03/2013		M		13,017		<u>(4)</u>	10/01/2017	Common Stock	13,017
Employee Stock Option (Right to Buy)	\$ 22.16	10/03/2013		M		43,853		<u>(5)</u>	03/01/2018	Common Stock	43,853

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DORSMAN PETER A 7 WORLD TRADE CENTER 250 GREENWICH STREET, 35TH FLOOR NEW YORK, NY 10007	EVP Services and Chief Quality Officer

Signatures

Mary H. Fragola, Attorney-in-Fact for Peter A.
Dorsman

10/07/2013

__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) The exercises and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 2, 2013.
Represents the sale of 97,005 shares in 261 transactions at prices ranging from \$40.00 to \$40.61 per share, resulting in a weighted average sale price of \$40.21 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2)
- (3) The grant representing a right to purchase a total of 40,135 shares, vested in four equal annual installments on March 1, 2008, March 1, 2009, March 10, 2010 and March 1, 2011.
- (4) The grant representing a right to purchase a total of 13,017 shares, vested in four equal annual installments on October 1, 2008, October 1, 2009, October 1, 2010 and October 1, 2011.
- (5) The grant representing a right to purchase a total of 43,853 shares, vested in four equal annual installments on March 1, 2009, March 1, 2010, March 1, 2011 and March 1, 2012.

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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