

NCR CORP

Form 4

October 26, 2007

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 *
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)
10/24/2007

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)

Senior Vice President

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 (Instr. 4)
Common Stock	10/24/2007		A	(A) or (D) A	Amount 3,544 (1) Price \$ 25.68	52,475.885 (2)	D
Common Stock	10/26/2007		D	(A) or (D) D	Amount 3,544 (1) Price \$ 0	48,931.885	D
Common Stock	10/26/2007		D	(A) or (D) D	Amount 7,030 (1) Price \$ 0	41,901.885	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Nelson F. Greene, Attorney-in-fact for Eric A. Berg 10/26/2007

**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) These are time-based restricted stock units that were granted due to the overperformance of 7,271 performance-based restricted shares granted February 13, 2006. As a result of the Company's spin-off of the Teradata Division, those 7,271 performance-based restricted shares were converted into 15,771 performance-based restricted shares, 2/3 of which vested October 24, 2007. Because the Company's performance as of spin-off exceeded the performance targets, the Compensation and Human Resource Committee elected to award the reporting person with time-based restricted stock units in the amount reported. The reporting person will forfeit the restricted stock units as he has elected to terminate from the Company on October 26, 2007. The remaining 1/3 of the original award was converted into 1-year performance-based restricted stock units that vest December 31, 2008, which the reporting person forfeits as he elected to terminate from the Company effective October 26, 2007.

(2) This share total reflects the conversions that took place as a result of the spin-off of the Teradata Data Warehouse Division on September 30, 2007.

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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