

NCR CORP
Form 4
February 11, 2008

FORM 4

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

OMB APPROVAL

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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 *
WALLACE CHRISTINE W

(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)
02/07/2008

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 V.P., WCS

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 (A) or (D) Price			
Common Stock	02/07/2008		M	25,579 A \$ 9.57	66,713.176	D	
Common Stock	02/07/2008		S	5,600 D \$ 21.39	61,113.176	D	
Common Stock	02/07/2008		S	800 D \$ 21.42	60,313.176	D	
Common Stock	02/07/2008		S	100 D \$ 21.43	60,213.176	D	
Common Stock	02/07/2008		S	200 D \$ 21.38	60,013.176	D	

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Common Stock	02/07/2008	S	200	D	\$ 21.37	59,813.176	D
Common Stock	02/07/2008	S	100	D	\$ 21.31	59,713.176	D
Common Stock	02/07/2008	S	300	D	\$ 21.36	59,413.176	D
Common Stock	02/07/2008	S	300	D	\$ 21.35	59,113.176	D
Common Stock	02/07/2008	S	500	D	\$ 21.34	58,613.176	D
Common Stock	02/07/2008	S	100	D	\$ 21.12	58,513.176	D
Common Stock	02/07/2008	S	1,100	D	\$ 21.11	57,413.176	D
Common Stock	02/07/2008	S	4,679	D	\$ 21.1	52,734.176	D
Common Stock	02/07/2008	S	900	D	\$ 21.07	51,834.176	D
Common Stock	02/07/2008	S	700	D	\$ 21.02	51,134.176	D
Common Stock	02/07/2008	S	3,100	D	\$ 21.01	48,034.176	D
Common Stock	02/07/2008	S	6,900	D	\$ 21	41,134.176	D

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)	\$ 9.57 ⁽¹⁾	02/07/2008	M	25,579	⁽²⁾	01/04/2009	Common Stock	45,554 ⁽³⁾
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALLACE CHRISTINE W 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479			Senior V.P., WCS	

Signatures

Nelson F. Greene, Attorney-in-fact for Christine W. Wallace	02/11/2008
^{**} 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 previously reported stock price was \$41.50. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$41.50 split to \$20.75. On September 30, 2007, NCR Corporation completed the spin-off of its Teradata Division into a separate publicly-traded company (the "Spin-Off"), and the exercise price was adjusted using the conversion ratio at the Spin-Off, converting the exercise price to \$9.57.
- (2) The option vested in three equal annual installments beginning January 4, 2000.
- (3) Previously reported number of securities was 10,500. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously-reported number of securities doubled to 21,000. Additionally, on September 30, 2007, the number of shares were adjusted using the conversion ratio at the time of the Spin-Off, converting the number of shares to 45,554.

Remarks:

Form 4 number 1 of 2.

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.