

NUTI WILLIAM
Form 4
December 11, 2012

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 *
NUTI WILLIAM

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250 GREENWICH STREET

(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)
12/07/2012

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)

Chairman, CEO and President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/07/2012 | | M ⁽¹⁾ | | 542,311 | A | \$ 16.1 910,168 |
| Common Stock | 12/07/2012 | | S ⁽¹⁾ | | 542,311 | D | \$ 25 367,857 |
| Common Stock | 12/07/2012 | | M ⁽¹⁾ | | 531,319 | A | \$ 16.1 899,176 |
| Common Stock | 12/07/2012 | | S ⁽¹⁾ | | 531,319 | D | \$ 25 367,857 |
| Common Stock | 12/07/2012 | | M ⁽¹⁾ | | 336,378 | A | \$ 16.1 704,235 |

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| | | | | | | | |
|--------------|------------|------------------|---------|---|----------|---------|---|
| Common Stock | 12/07/2012 | S ⁽¹⁾ | 336,378 | D | \$ 25 | 367,857 | D |
| Common Stock | 12/07/2012 | M ⁽¹⁾ | 127,103 | A | \$ 12.81 | 494,960 | D |
| Common Stock | 12/07/2012 | S ⁽¹⁾ | 127,103 | D | \$ 25 | 367,857 | D |

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

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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 Security (Instr. 3 and 4) | Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|--|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | |
| Employee Stock Option (Right to Buy) | \$ 16.1 | 12/07/2012 | | M | | 542,311 | ⁽²⁾ | 08/08/2015 | Common Stock | 542,311 |
| Employee Stock Option (Right to Buy) | \$ 16.1 | 12/07/2012 | | M | | 531,319 | 10/24/2007 ⁽³⁾ | 08/08/2015 | Common Stock | 531,319 |
| Employee Stock Option (Right to Buy) | \$ 16.1 | 12/07/2012 | | M | | 336,378 | 02/23/2009 ⁽⁴⁾ | 10/24/2017 | Common Stock | 336,378 |
| Employee Stock Option (Right to Buy) | \$ 12.81 | 12/07/2012 | | M | | 127,103 | 02/23/2012 ⁽⁵⁾ | 02/22/2020 | Common Stock | 127,103 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NUTI WILLIAM 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007 | X | | Chairman, CEO and President | |

Signatures

Mary H. Fragola, as Attorney-in-Fact for William
R. Nuti 12/11/2012

__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 exercise and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2012.
- (2) The grant representing a right to purchase a total of 542,311 shares, vested in four equal annual installments on August 8, 2006, August 8, 2007, August 8, 2008 and August 8, 2009.
- (3) The grant representing a right to purchase a total of 531,319 shares, vested on October 24, 2007.
- (4) The grant representing a right to purchase a total of 336,378 shares, vested on February 23, 2009.
- (5) The grant representing a right to purchase a total of 254,206 shares, vests in four equal annual installments commencing on February 23, 2011. The first two installments vested on February 23, 2011 and the date shown above, respectively.

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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