

MARTIRE FRANK R
 Form 4
 June 05, 2018

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 *
MARTIRE FRANK R

(Last) (First) (Middle)
 864 SPRING STREET NW
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2018

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)
 Exec. Chairman of the Board

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)
Common Stock	06/01/2018		A	(A) or (D) A	Amount 74,676 (1) Price \$ 30.13	92,176	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Number Shares
Employee Stock Option (Right to Buy)	\$ 30.13	06/01/2018		A	165,396	<u>(2)</u> 05/31/2025	Common Stock	165,39	
Employee Stock Option (Right to Buy)	\$ 30.13	06/01/2018		A	248,094	<u>(3)</u> 05/31/2025	Common Stock	248,09	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIRE FRANK R 864 SPRING STREET NW ATLANTA, GA 30308	X		Exec. Chairman of the Board	

Signatures

Laura J. Foltz, Attorney-in-Fact for Frank R. Martire
 Date: 06/05/2018

**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) This is an annual equity award of time-based restricted stock units granted on June 1, 2018 that will vest ratably with one-third of such units vesting on each of the first, second and third anniversaries of the grant date (each a "Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Vesting Date in accordance with the terms of the applicable award agreement.

(2) This is a new hire equity award of an option granted on June 1, 2018 that will vest ratably with one-quarter vesting on each of the first, second, third and fourth anniversaries of the grant date (each an "Option Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Option Vesting Date in accordance with the terms of the applicable award agreement.

(3) This is an annual equity award of an option granted on June 1, 2018 that will vest ratably with one-quarter vesting on each of the first, second, third and fourth anniversaries of the grant date (each an "Option Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Option Vesting Date in accordance with the terms of the applicable award agreement.

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.