

NCR CORP
Form 4
May 18, 2005

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 *
BOCIAN PETER J

(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)
05/16/2005

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)
SVP & Chief Financial Officer

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	(D)	Price		
Common Stock	05/16/2005		M		3,332	A	\$ 9.675	23,609	D
Common Stock	05/16/2005		M		14,000	A	\$ 19.885	37,609	D
Common Stock	05/16/2005		M		5,686	A	\$ 20.75	43,295	D
Common Stock	05/16/2005		S		18,018	D	\$ 37.026	25,277	D
Common Stock	05/16/2005		M		832	A	\$ 9.675	1,110	I by wife

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Common Stock	05/16/2005	M	2,150	A	\$ 20.595	3,260	I	by wife
Common Stock	05/16/2005	S	2,982	D	\$ 37.0725	278	I	by wife

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.75 ⁽²⁾	05/16/2005		M	5,686	⁽³⁾ 01/04/2009	Common Stock	8,840 ⁽⁴⁾	
Employee Stock Option (Right to Buy)	\$ 19.88 ⁽⁵⁾	05/16/2005		M	14,000	⁽⁶⁾ 01/22/2012	Common Stock	40,000 ⁽⁷⁾	
Employee Stock Option (Right to Buy)	\$ 9.67 ⁽⁸⁾	05/16/2005		M	3,332	⁽⁹⁾ 02/03/2013	Common Stock	10,000 ⁽¹⁰⁾	
Employee Stock Option (Right to Buy)	\$ 20.595 ⁽¹¹⁾	05/16/2005		M	2,150	⁽¹²⁾ 01/24/2012	Common Stock	2,150 ⁽¹³⁾	
Employee Stock Option	\$ 9.675 ⁽¹⁴⁾	05/16/2005		M	832	⁽¹⁵⁾ 02/03/2013	Common Stock	1,668 ⁽¹⁶⁾	

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increased to 1,668 options, of which 832 options are being exercised.

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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