

NCR CORP

Form 4

August 03, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OPPENHEIMER DEANNA W

(Last) (First) (Middle)

**7 WORLD TRADE CENTER, 250
GREENWICH STREET, 35TH
FLOOR**

(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)
08/01/2012

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)

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. 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	08/01/2012		A	(A) or (D) Amount (1) 3,032	\$ 0 3,032	D	
Common Stock	08/01/2012		A	(A) or (D) Amount (2) 2,653	\$ 0 5,685	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Right to Buy ⁽³⁾	\$ 24.74	08/01/2012		A	6,849	08/01/2013 08/01/2022	Common Stock	6,849

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OPPENHEIMER DEANNA W
7 WORLD TRADE CENTER
250 GREENWICH STREET, 35TH FLOOR X
NEW YORK, NY 10007

Signatures

Mary H. Fragola, as Attorney-in-Fact for Deanna W. Oppenheimer

08/03/2012

__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) Represents an initial grant of restricted stock units under the NCR Director Compensation Program (the "Compensation Program") which may be paid only in shares of NCR common stock. The restricted stock units vests in four equal quarterly installments commencing three months after the grant date, subject to the reporting person's continued service as a director on each vesting date. The reporting person may elect to defer receipt of a portion of the restricted stock units in accordance with the terms of the Compensation Program.

(2) Represents a mid-year grant of restricted stock units under the Compensation Program which may be paid only in shares of NCR common stock. The restricted stock units vest in four equal quarterly installments commencing three months after the grant date, subject to the reporting person's continued service as a director on each vesting date. The reporting person may elect to defer receipt of a portion of the restricted stock units in accordance with the terms of the Compensation Program.

(3) These are stock options granted under the Compensation Program as part of the mid-year equity grant to the reporting person.

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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