

NCR CORP
Form 4
May 18, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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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SEC 1474
(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⁾ | |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOCIAN PETER J 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479 | | | SVP & Chief Financial Officer | |

Signatures

Nelson F. Greene, Attorney-in-fact for Peter J. Bocian 05/18/2005

**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).
- (2) Previously reported 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.
- (3) The option vested in 3 equal annual installments beginning 01/04/2000.
- (4) Previously reported number of securities was 4,420. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 4,420 increased to 8,840, of which 5,686 shares are being exercised.
- (5) Previously reported price was \$39.77. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$39.77 split to \$19.88.
- (6) The option vests in 3 equal annual installments beginning on 01/22/2003.
- (7) Previously reported number of securities was 20,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 20,000 increased to 40,000, of which 26,000 were exercised in February 2005 and 14,000 are being exercised.
- (8) Previously reported price was \$19.35. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$19.35 split to \$9.675.
- (9) The option vests in 3 equal annual installments beginning on 02/03/2004.
- (10) Previously reported number of securities was 5,000. On February 18, 2004, the reporting person exercised 1,666 of these options. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of securities of 3,334 increased to 6,668, of which 3,332 are being exercised.
- (11) Previously reported price was \$41.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$41.19 split to \$20.595.
- (12) The option vests in 3 equal annual installments beginning on 01/24/2003. Option is held by the spouse of the reporting person.
- (13) Previously reported number of securities was 1,075. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 1,075 increased to 2,150, all of which are being exercised.
- (14) Previously reported price was \$19.35. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$19.35 split to \$9.675.
- (15) The option vests in 3 equal annual installments beginning on 02/03/2004. Option is held by the spouse of the reporting person.
- (16) Previously reported number of securities was 1,250. On February 18, 2004, the spouse of the reporting person exercised 416 of these options. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the balance of 834 options

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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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