

WALLACE CHRISTINE W
Form 4
February 10, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALLACE CHRISTINE W

(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)
02/10/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior V.P., Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D)	Price		
Common Stock	02/10/2006		M	V	3,000	\$ 12.72	33,197.2941 D
Common Stock	02/10/2006		M	V	2,500	\$ 9.675	35,697.2941 D
Common Stock	02/10/2006		M	V	2,500	\$ 13.67	38,197.2941 D
Common Stock	02/10/2006		S	V	7,000	\$ 38.33	31,197.2941 D

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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy) ¹	\$ <u>12.72</u> ₍₁₎	02/10/2006		M	3,000	<u>(2)</u> 07/29/2012	Common Stock	<u>3,000</u> ₍₃₎
Employee Stock Option (Right to Buy)	\$ <u>9.675</u> ₍₄₎	02/10/2006		M	2,500	<u>(5)</u> 02/03/2013	Common Stock	<u>2,500</u> ₍₆₎
Employee Stock Option (Right to Buy)	\$ <u>13.67</u> ₍₇₎	02/10/2006		M	2,500	<u>(8)</u> 08/04/2013	Common Stock	<u>5,000</u> ₍₉₎

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALLACE CHRISTINE W 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479			Senior V.P., Human Resources	

Signatures

Nelson F. Greene, Attorney-in-fact for Christine W.
Wallace

02/10/2006

__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 previously reported price was \$25.45. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$25.45 split to \$12.72.
- (2) The option vests in 3 equal annual installments beginning on 07/29/2003.
Previously reported number of securities was 4,500. 1,500 of these securities were exercised in each of February 2004 and November 2004, with 1,500 securities remaining. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of securities of 1,500 doubled to 3,000.
- (3) The 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.
- (4) The option vests in 3 equal annual installments beginning on 02/03/2004.
Previously reported number of securities was 3,750. 1,250 of these securities were exercised in February 2004. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of securities of 2,500 doubled to 5,000. In March 2005, 2,500 of these were exercised, and the remaining 2,500 are being exercised at this time.
- (5) The previously reported price was 27.34. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$27.34 split to \$13.67.
- (6) The option vests in 3 equal annual installments beginning on 08/04/2004.
The previously reported number of securities was 3,750. In November 2004, 1,250 of these securities were exercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of securities of 2,500 doubled to 5,000, of which 2,500 are being exercised.
- (7) The 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.
- (8) The option vests in 3 equal annual installments beginning on 02/03/2004.
Previously reported number of securities was 3,750. 1,250 of these securities were exercised in February 2004. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of securities of 2,500 doubled to 5,000. In March 2005, 2,500 of these were exercised, and the remaining 2,500 are being exercised at this time.
- (9) The previously reported price was 27.34. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$27.34 split to \$13.67.
- (10) The option vests in 3 equal annual installments beginning on 08/04/2004.
The previously reported number of securities was 3,750. In November 2004, 1,250 of these securities were exercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of securities of 2,500 doubled to 5,000, of which 2,500 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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