

Fishman Robert P  
Form 4  
May 03, 2013

**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 \*  
Fishman Robert P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3097 SATELLITE BOULEVARD,  
3RD FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President & CFO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

DULUTH, GA 30096-5810

(City) (State) (Zip)

**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  | (A) or (D)   | Price   |
| Common Stock                    | 05/01/2013                           |  | M <sup>(1)</sup>               |   | 4,180   | A  | \$ 17.97  |
| Common Stock                    | 05/01/2013                           |  | M <sup>(1)</sup>               |   | 3,234   | A  | \$ 17.82  |
| Common Stock                    | 05/01/2013                           |  | M <sup>(1)</sup>               |   | 5,733   | A  | \$ 21.27  |
| Common Stock                    | 05/01/2013                           |  | M <sup>(1)</sup>               |   | 4,195   | A  | \$ 23.13  |
| Common Stock                    | 05/01/2013                           |  | M <sup>(1)</sup>               |   | 13,000  | A  | \$ 24.7   |

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|              |            |                         |        |   |                           |        |   |
|--------------|------------|-------------------------|--------|---|---------------------------|--------|---|
| Common Stock | 05/01/2013 | <u>M</u> <sup>(1)</sup> | 10,413 | A | \$<br>23.93               | 75,152 | D |
| Common Stock | 05/01/2013 | <u>M</u> <sup>(1)</sup> | 10,963 | A | \$<br>22.16               | 86,115 | D |
| Common Stock | 05/01/2013 | <u>S</u> <sup>(1)</sup> | 65,282 | D | \$<br><u>(2)</u><br>29.08 | 20,833 | 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) | 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)       | \$ 17.97   | 05/01/2013                           |  | M                              | 4,180   | <u>(3)</u> 03/01/2015                                    | Common Stock  | 4,180                      |                            |
| Employee Stock Option (Right to Buy)       | \$ 17.82   | 05/01/2013                           |  | M                              | 3,234   | <u>(4)</u> 02/13/2016                                    | Common Stock  | 3,234                      |                            |
| Employee Stock Option (Right to Buy)       | \$ 21.27   | 05/01/2013                           |  | M                              | 5,733   | <u>(5)</u> 03/01/2017                                    | Common Stock  | 5,733                      |                            |
| Employee Stock Option (Right to Buy)       | \$ 23.13   | 05/01/2013                           |  | M                              | 4,195   | <u>(6)</u> 05/01/2017                                    | Common Stock  | 4,195                      |                            |



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The grant representing a right to purchase a total of 13,000 shares, vested in four equal annual installments on June 1, 2008, June 1, 2009, June 1, 2010 and June 1, 2011.

- (8) The grant representing a right to purchase a total of 10,413 shares, vested in four equal annual installments on October 1, 2008, October 1, 2009, October 1, 2010 and October 1, 2011.
- (9) The grant representing a right to purchase a total of 10,963 shares, vested in four equal annual installments on March 1, 2009, March 1, 2010, March 1, 2011 and March 1, 2012.

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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