

NCR CORP  
Form 4  
July 12, 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 \*  
Leav Peter

(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)  
07/10/2013

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)  
EVP and President, Industry / and Field Operations

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  | (A) or (D)   | Price   |
| Common Stock                    | 07/10/2013                           |  | M <sup>(1)</sup>               |   | 53,015  | A  | \$ 12.55  |
| Common Stock                    | 07/10/2013                           |  | M <sup>(1)</sup>               |   | 8,377   | A  | \$ 12.81  |
| Common Stock                    | 07/10/2013                           |  | S <sup>(1)</sup>               |   | 74,690  | D  | \$ 33.49<br>(2)                                       |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy)                      | \$ 12.55   | 07/10/2013                           |  | M                              | 53,015  | ( <u>3</u> )<br>02/01/2019                               | Common Stock  | 53,015                        |
| Option (Right to Buy)                      | \$ 12.81   | 07/10/2013                           |  | M                              | 8,377   | ( <u>4</u> )<br>02/23/2020                               | Common Stock  | 8,377                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |                      |
|--|---------------|-----------|-----------------------------|----------------------|
|  | Director      | 10% Owner | Officer                     | Other                |
| Leav Peter<br>7 WORLD TRADE CENTER<br>250 GREENWICH STREET, 35TH FLOOR<br>NEW YORK, NY 10007 |               |           | EVP and President, Industry | and Field Operations |

## Signatures

Mary H. Fragola, Attorney-in-Fact for Peter A  
Leav  
Date: 07/12/2013

\*\*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 exercises and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 9, 2013.
- (2) Represents the sale of 74,690 shares in 149 transactions at prices ranging from \$33.37 to \$33.68 per share, resulting in a weighted average sale price of \$33.49 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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- (3) The grant representing a right to purchase a total of 53,015 shares, vested in four equal annual installments on February 1, 2010, February 1, 2011, February 1, 2012 and February 1, 2013.
- (4) The grant representing a right to purchase a total of 33,509 shares, vests in four equal annual installments commencing on February 23, 2011. The first three installments vested on February 23, 2011, February 23, 2012 and February 23, 2013.

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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