

NCR CORP  
Form 3  
May 05, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Marquardt Frederick                     |         | (Month/Day/Year)                     | NCR CORP [NCR]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 2651 SATELLITE BLVD.                      |         |                                      |  |  |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| DULUTH,Â GAÂ 30096-5810                   |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP Svs, Hdwre Sol, Entp Qual  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 36,544  | D  | Â   |
| Common Stock                    | 6,075 <sup>(1)</sup>                                  | D  | Â   |
| Common Stock                    | 5,784 <sup>(2)</sup>                                  | D  | Â   |
| Common Stock                    | 5,130 <sup>(3)</sup>                                  | D  | Â   |
| Common Stock                    | 4,862 <sup>(4)</sup>                                  | D  | Â   |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                  | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|------------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of Shares |  |  |  |
| Employee Stock Options (right to buy)         | 10/01/2008 <sup>(5)</sup>                                   | 09/30/2017       | Common Stock   | 3,905                      | \$ 23.93   | D  | Â  |
| Employee Stock Options (right to buy)         | 03/01/2009 <sup>(5)</sup>                                   | 02/28/2018       | Common Stock   | 14,096                     | \$ 22.16   | D  | Â  |
| Employee Stock Options (right to buy)         | 02/23/2011 <sup>(5)</sup>                                   | 02/22/2020       | Common Stock   | 2,311                      | \$ 12.81   | D  | Â  |
| Restricted Stock Units                        | Â <sup>(6)</sup>  | Â <sup>(6)</sup> | Common Stock   | 22,177                     | \$ 0   | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                       |       |
|--|---------------|-----------|---------------------------------------|-------|
|  | Director      | 10% Owner | Officer                               | Other |
| Marquardt Frederick<br>2651 SATELLITE BLVD.<br>DULUTH, GA 30096-5810 | Â             | Â         | Â EVP Svs,<br>Hdwre Sol,<br>Entp Qual | Â     |

## Signatures

Jennifer M. Daniels as Attorney-in-Fact for Frederick Marquardt  
05/05/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These are time-based restricted stock units granted on January 1, 2012 that will vest on January 1, 2015, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- (2) These are time-based restricted stock units granted on February 28, 2012 that will vest on February 28, 2015, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- (3) These are time-based restricted stock units granted on February 25, 2013 that will vest on February 25, 2016, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- (4) These are time-based restricted stock units granted on February 24, 2014 that will vest on February 24, 2017, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- (5) These options are fully vested.

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- (6) These are restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest 50% on February 28, 2015 and 50% on October 28, 2015, subject to the reporting person's continued employment with the issuer on these dates and in accordance with the terms and conditions of the applicable award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.