

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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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

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

DULUTH, GA 30096-5810

(City) (State) (Zip)

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

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

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)
Senior Vice President & CFO

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	05/01/2013		M ⁽¹⁾		4,180	A	\$ 17.97
Common Stock	05/01/2013		M ⁽¹⁾		3,234	A	\$ 17.82
Common Stock	05/01/2013		M ⁽¹⁾		5,733	A	\$ 21.27
Common Stock	05/01/2013		M ⁽¹⁾		4,195	A	\$ 23.13
Common Stock	05/01/2013		M ⁽¹⁾		13,000	A	\$ 24.7

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Common Stock	05/01/2013	<u>M</u> ⁽¹⁾	10,413	A	\$ 23.93	75,152	D
Common Stock	05/01/2013	<u>M</u> ⁽¹⁾	10,963	A	\$ 22.16	86,115	D
Common Stock	05/01/2013	<u>S</u> ⁽¹⁾	65,282	D	\$ 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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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)		
				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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