

NCR CORP
Form 4
May 20, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
05/18/2005

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 V.P., Human Resources

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	(D)	Price
Common Stock	05/18/2005		M		20,000	A	\$ 17.375
					44,684.3466		D
Common Stock	05/18/2005		M		24,000	A	\$ 19.0938
					68,684.3466		D
Common Stock	05/18/2005		M		9,000	A	\$ 20.595
					77,684.3466		D
Common Stock	05/18/2005		S		48,000	D	\$ 37.5146
					30,197.2941		D
					(1)		

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

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.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.375 <u>(2)</u>	05/18/2005		M	20,000	<u>(3)</u> 09/17/2009	Common Stock <u>(4)</u> 30,000
Employee Stock Option (Right to Buy)	\$ 19.0938 <u>(5)</u>	05/18/2005		M	24,000	<u>(6)</u> 01/03/2010	Common Stock <u>(7)</u> 24,000
Employee Stock Option (Right to Buy)	\$ 20.595 <u>(8)</u>	05/18/2005		M	9,000	<u>(9)</u> 01/24/2012	Common Stock <u>(10)</u> 9,000

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 Nelson F. Greene
05/20/2005

**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) Includes 512.947542 shares acquired under the NCR Employee Stock Purchase Plan in April 2005.
- (2) Previously reported price was \$34.75. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$34.75 split to \$17.3750.
- (3) The option vests in 3 equal annual installments beginning on 09/17/2000.
Previously reported number of securities was 15,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of securities of 15,000 increased to 30,000, 10,000 of which were exercised on March 8, 2005, and 20,000 of which are being exercised.
- (5) Previously reported price was \$38.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$38.19 split to \$19.0938.
- (6) The option vests in 3 equal annual installments beginning on 01/03/2001.
- (7) Previously reported number of securities was 12,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of securities of 12,000 increased to 24,000, all of which are being exercised.
- (8) Previously reported price was \$41.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$41.19 split to \$20.5950.
- (9) The option vests in 3 equal annual installments beginning on 01/24/2003.
- (10) Previously reported number of securities was 4,500. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 4,500 increased to 9,000, all of which 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.

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.