

NCR CORP
Form DEFA14A
March 19, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

NCR Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Source: Internet proxy voting site (<http://www.proxyvote.com>)

Dates: March 19, 2007 April 24, 2007

ProxyVote

NCR CORPORATION Annual Meeting

Meeting Date: 04/25/2007 for holders as of 02/12/2007

CUSIP: 62886E-108 Your Control Number: ____ ____ ____

As your vote is very important, we recommend that all voting instructions be received at least one business day prior to the voting cut-off time stated in the information circular. Scroll down for proxy instructions and voting.

The undersigned stockholder of NCR Corporation, a Maryland corporation (NCR or the Company), hereby appoints William Nuti, Peter Lieb and Peter Bocian, and each of them, proxies, with the powers the undersigned would possess if personally present, and with full power of substitution, to vote all shares of common stock of NCR that the undersigned is entitled to vote at NCR's Annual Meeting of Stockholders to be held in Dayton, Ohio, on April 25, 2007, and at any postponement or adjournment thereof, upon any matter that may properly come before the meeting, or any postponement or adjournment thereof, including the matters described in the accompanying proxy statement. This proxy also provides voting instructions to the trustee of the NCR Savings Plan and to the trustees and administrators of other plans, with regard to shares of NCR common stock the undersigned may hold under such plans for which the undersigned is entitled to vote at said meeting to the extent permitted by such plans and their trustees and administrators. The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting of Stockholders and of the accompanying Proxy Statement, the terms of each of which are incorporated by reference, and revokes any proxy heretofore given with respect to such meeting.

Proxy Ballot:

Directors Recommendations:

Choose this if you would like to vote your shares following directors' recommendations.

See below or refer to the proxy statement for the detailed recommendations. Please read them carefully.

[Vote]

01. Director(s):

Directors recommend a vote **FOR** election of the following nominee(s):

- | | |
|---------------------------|----------------------------|
| (1) EDWARD P. BOYKIN-CL B | (2) LINDA F. LEVINSON-CL B |
| (3) VICTOR L. LUND-CL B | (4) GARY DAICHENDT-CLA |

() For all nominees () Withhold all nominees () For all EXCEPT those selected below:

- EDWARD P. BOYKIN-CL B
- LINDA F. LEVINSON-CL B
- VICTOR L. LUND-CL B
- GARY DAICHENDT-CL A

02. APPROVAL OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2007:

Directors Recommend : **FOR**

For Against Abstain

[Vote my shares as per the above selections]

[Click to see Letter to our clients regarding voting authority](#)

Proxy Final Submission. Please check all of the information below for accuracy. See instructions below and click on the Final Submission button.

[Final Submission]

01. DIRECTORS:

You Voted: [For/Withhold]

Proposal(s):

02. APPROVAL OF THE APPOINTMENT OF INDEPENDENT AUDITORS FOR 2007.

You Voted: [For/Against/Abstain]

If all of the above information is correct and to vote your proxy, click on the Final Submission button below. If any of the above information is incorrect, return to the Proxy Ballot form by using the Back button.

If you would like to receive an electronic confirmation when this vote is recorded, enter your e-mail address here: [_____]

[Final Submission]

Thank you for voting!

[Click here to view your record of your vote instruction.](#)

[Click Here to Sign Up for Electronic Delivery!](#)

Receive the benefits of e-mail notification of voting instructions and shareholder communications today!

Immediate availability of shareholder communications
Fewer bulky postal mailings that fill your mailbox
Better for the environment
Automatic postal mail forwarding if you change your e-mail address and fail to notify us
It's free and your choice to opt-in or opt-out at any time
Your e-mail address is safe and will never be used without your consent (Read our Privacy Statement)

To receive future shareholder communications electronically, we require your permission. Participation is completely your choice.

In the future, when, and if, material is available electronically, we will send you an email which will contain information that will point you to an Internet location where the material is available, along with a link to ProxyVote.com (when applicable) to submit your voting instructions. We hope you will give this option your serious consideration.

[Enroll in Electronic Delivery] [Enter Your Next Control Number]
[Letter to our clients regarding voting authority.]

Voting Instructions

Dear Shareholder,

We have been requested to forward to you the displayed proxy material relative to shares registered in your name. These shares will be voted in accordance with your wishes, if you execute the displayed ballot and submit it as per the instructions provided with the proxy. It is understood that if you submit the ballot without otherwise marking it, the proposals will be voted as recommended by the board of directors/trustees on all matters to be considered at the meeting.

In order for your shares to be represented at the meeting, it will be necessary for us to have your vote. Please complete and submit the displayed ballot.

Source: Telephone proxy voting script (1-800-690-6903)

Dates: March 19, 2007 April 25, 2007

Hello, thank you for calling the automated proxy voting service. You must be calling from a touchtone telephone in order to use this system and have already read the proxy statement and have made your voting decisions.

Press 1 if you are calling from a touch tone phone and have your proxy form in front of you.

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Let's begin. Please enter the 12-digit control number, which is labeled as such, or located in the box indicated by the arrow on your vote instruction form, followed by the pound sign.

[enter control number]

Thank you.

If you would like to vote as the Board recommends, press one. To vote on directors and proposals individually press two.

If you wish to vote for all nominees, press one. To withhold all nominees, press two. To withhold specific nominees, press three.

You have voted [for all nominees/to withhold from all nominees/to withhold individually]. If this is correct, press one. If this is not correct, press two.

Proposal voting.

We are ready to accept your votes for proposal 02. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

You have completed proposal voting. You have voted: Nominees []; Proposal 02 [].

If these elections are correct, press one. If these elections are not correct, press two. To hear your vote again, press three.

One moment while I log your ballot. A vote has been recorded for control number []. If this concludes your business, press one. If you would like to vote for another proxy election, press two.

All of your votes have been recorded by the telephone proxy voting service. Do not mail in your proxy card. Keep it as a record of your vote. Thank you for calling; this concludes your transaction. Goodbye.

Source: Email to NCR U.S. based employees

Date: March 20, 2007

To: All U.S Employees

From: Peter Lieb, Senior Vice President, General Counsel and Secretary

Subject: Electronic Delivery of Materials for NCR's Annual Meeting of Stockholders

For the past several years, as part of our ongoing efforts to improve efficiency and control costs, NCR has posted its annual report and proxy statement (also known as annual meeting materials) on the investor page of its web site and notified employees by e-mail when and where the materials were posted. If you are a U.S.-based employee with an NCR e-mail account and Internet access and:

invest in the NCR stock fund of the NCR Savings Plan (the company's 401(k) plan);

invest in company stock through the Employee Stock Purchase Plan (ESPP);

Invest in company stock through the Direct Stock Purchase Plan administered by Mellon Investor Services, NCR's transfer agent; or

own registered shares of NCR stock (i.e., directly in your own name and not through a bank or broker), NCR will electronically deliver to you the 2006 Annual Report and 2007 Proxy Statement in connection with its annual meeting of stockholders this year and will not mail you paper copies of these materials unless you specifically request them. Instead of paper copies mailed to your address of record, you will receive an e-mail directing you to the company's Investor Relations web site (<http://investor.ncr.com>), where these annual meeting materials can be accessed, viewed and printed at any time at your convenience.

In addition, your proxy card will also be available online. You will have the option of authorizing your proxy to vote at the annual meeting online or through a special telephone voting service. Just like votes cast using paper proxy cards, votes cast over the Internet or telephone are tabulated in a secure manner by an independent third party.

You will receive an e-mail message on or about March 21 describing how to access this year's annual meeting materials and your proxy card. At that time, you will also be given the information required to authorize your proxy to vote on your behalf at the meeting online or by telephone. Please note that you will need your pre-assigned PIN # to access the online voting system. Your pre-assigned PIN # is the last 4 digits of your social security number, unless you elected to change your PIN # previously in a prior year.

The use of this electronic delivery program is consistent with the company's objective of improving efficiencies and controlling costs. We appreciate your willingness to use the electronic option to vote and receive future stockholder information. Whatever your choice, we urge you to vote your shares.

Attached is a document containing answers to some of the questions you may have about this process.

Attachment

Questions and Answers Regarding Electronic Delivery of Materials for NCR's Annual

Meeting of Stockholders

What documents will be delivered electronically? - The company will send you the links to the annual report, proxy statement and proxy card.

What are the costs to me? - There is no cost to you since you can access the materials electronically via the Internet or NCR.com through your computer at work.

May I still get paper copies? - Yes, if at any time you want paper copies of these documents, they will be sent to you free of charge upon request as directed in the e-mail you receive on or about March 21, 2007. However, we encourage you to receive these materials electronically to help reduce printing and postage costs associated with the annual report and proxy statement. These materials will be made available on the Investor page of NCR's web site (<http://investor.ncr.com>) and can be accessed, viewed and printed 24-hours-a-day, 7 days-per-week.

How do I authorize my proxy electronically? - At the time you receive the e-mail message describing how to access your annual meeting materials and proxy card, you will also be given the information required to authorize your proxy to vote your shares online or telephonically. Please remember that you will need your pre-assigned PIN # to access this system. Your pre-assigned PIN # is the last 4 digits of your social security number, unless you elected to change your PIN # previously in a prior year.

What if I do not want to receive these documents electronically? - If you do not want to receive these documents electronically, then you can opt-out by clicking onto <http://www.icsdelivery.com/ncr> and removing your company-provided e-mail account from the database. Please note that you will need your pre-assigned PIN # to access this system. Your pre-assigned PIN # is the last 4 digits of your social security number, unless you elected to change your PIN # previously in a prior year.

Does electronic delivery apply to NCR stock that I have in my brokerage account? - No, this applies only to shares that you may hold directly in your own name, or through a company-sponsored or administered plan such as the NCR Savings Plan, the Employee Stock Purchase Plan or the Direct Stock Purchase Plan. If you want to take advantage of a similar method of electronic delivery for NCR stock held in a brokerage account, please log on to <http://www.icsdelivery.com/ncr>.

Source: Electronic delivery email

Date: March 21 or 22, 2007

In connection with the 2007 NCR CORPORATION Annual Meeting of Stockholders, this e-mail describes how to access proxy materials and vote by proxy.

GENERAL INFORMATION

You received this e-mail because our records show that (1) you are an employee of NCR CORPORATION who has regular access to the company's e-mail in the ordinary course of performing your duties and are expected to log-on to e-mail routinely to receive communications, or (2) you have expressly consented to receive NCR CORPORATION communications and authorize your vote by proxy via the internet.

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This e-mail notification contains information specific to your holding(s) in the security identified below. We urge you to vote your shares. Please read the instructions carefully before proceeding.

This is a NOTIFICATION of the:

2007 NCR CORPORATION Annual Meeting of Stockholders.

RECORD DATE: February 12, 2007

MEETING DATE: April 25, 2007

CUSIP: 62886E

If you hold multiple accounts, this e-mail represents all shares registered in your name.

CONTROL NUMBER: 012345678901

Internet site:

You can enter your voting instructions and view the shareholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<http://www.proxyvote.com/0012345678901>

Note: If your e-mail software supports it, you can simply click on the above link.

To access ProxyVote.com, you will need your four digit PIN:

- If you are an employee of NCR CORPORATION, your PIN is the last four digits of your Social Security number.
 - If you are a stockholder who consented to receive annual meeting materials electronically, your PIN is the four digit number you selected at the time of your enrollment.
 - If you have forgotten your PIN number, please follow the instructions on www.proxyvote.com
- Internet voting is accepted up to 11:59 p.m. (ET) the day before the meeting.

To view the documents below, you may need Adobe Acrobat Reader. To download the Adobe Reader, click the url address below:
<http://www.adobe.com/products/acrobat/readstep2.html>

The relevant stockholder materials in connection with the 2007 Annual Meeting can also be found at the following Internet site(s):

ANNUAL REPORT

<http://investor.ncr.com/annuals.cfm>

PROXY STATEMENT

<http://investor.ncr.com/downloads/2007proxy.pdf>

To cancel or change your enrollment profile, please go to <http://www.icsdelivery.com/ncr>

There are no charges for this service. There may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which must be borne by the stockholder.

Please do not send any e-mail to ID@ProxyVote.com. Please REPLY to this e-mail with any comments or questions about proxyvote.com. (Include the original text and subject line of this message for identification purposes)

AOL Users, please highlight the entire message before clicking the reply button.

Source: Proxy material insert regarding the householding of stockholder documents

**IMPORTANT NOTICE REGARDING DELIVERY OF
STOCKHOLDER DOCUMENTS
(THE HOUSEHOLDING ELECTION)**

March 19, 2007

Dear Stockholder,

As you may be aware, the Securities and Exchange Commission adopted a rule that allows us to send a single copy of our annual reports, proxy statements, prospectuses and other disclosure documents to two or more stockholders sharing the same address if they consent to do so, subject to certain conditions. We believe this Householding rule will provide greater convenience for our stockholders, as well as cost savings for us by reducing the number of duplicate documents that are sent to your home. ***Please note that if you do not respond, you will be deemed to have consented, and Householding will start 60 days after the mailing of this notice.***

The Householding election appears on the enclosed proxy card. If you wish to participate in the Householding program, please indicate YES when voting your proxy. Your affirmative or implied consent will be perpetual unless you withhold it or revoke it.

If you wish to continue to receive separate annual reports, proxy statements, prospectuses and other disclosure documents for each account in your household, you must withhold your consent to our Householding program by indicating NO when voting your proxy.

You may revoke your consent at any time by contacting ADP, either by calling toll-free (800) 542-1061, or by writing to ADP, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. If you revoke your consent, you will be removed from the Householding program within 30 days of receipt of your revocation and each stockholder at your address will receive individual copies of our disclosure documents.

We strongly encourage your participation in the Householding program, and believe that it will benefit both you and NCR. Not only will it reduce the volume of duplicate information that you receive in your household, but it will also reduce our printing and mailing costs.

Thank you.

Source: Proxy material insert for stockholders requesting electronic access to proxy materials

Dear NCR Stockholder:

You have indicated your preference to view NCR Corporation's Proxy Statement and Annual Report over the Internet instead of receiving copies in the mail. You can now access the Proxy Statement for the 2007 Annual Meeting and the 2006 Annual Report over the Internet at the following addresses: <http://investor.ncr.com/downloads/NCR2006AR.pdf> and <http://investor.ncr.com/downloads/2007proxy.pdf>.

The enclosed proxy card has been provided to you to enable you to cast your vote in one of three convenient ways: (1) via the Internet, (2) by telephone, or (3) by returning the enclosed proxy card in the postage-paid envelope. Whichever method you choose, you are encouraged to vote.

In the future, in addition to accessing future Proxy Statements and Annual Reports over the Internet, you may also elect to receive an e-mail directing you to vote instead of receiving your proxy card in the mail. You can choose this option, when you vote via the Internet, by providing your e-mail address when prompted.

Your contribution towards saving NCR printing and postage costs is greatly appreciated.

Source: Proxy material insert for stockholders having both a registered and a beneficial account

As an investor with multiple positions in NCR Corporation, you will receive in a subsequent mailing, a single copy of the 2006 Annual Report and Notice of 2007 Annual Meeting and Proxy Statement. In our continuing efforts to control costs and provide quality service to our investors, multiple copies of these materials to the same investor are being eliminated whenever possible. As a result, this mailing does not contain a copy of the 2006 Annual Report and Notice of 2007 Annual Meeting and Proxy Statement. Again, this efficiency has been instituted not only to achieve cost savings, but also to respond to requests from many of our stockholders asking that we suppress duplicate copies of materials directed to the same household.