

NCR CORP
Form 4
March 03, 2005

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 *
HOAK JONATHAN S

(Last) (First) (Middle)
116 WEST THRUSTON BOULEVARD

(Street)

DAYTON, OH 45419

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2005

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 Vice President

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	03/01/2005		A	2,455 A \$ 38.97	34,792.002	D	
Common Stock	03/01/2005		F	262 (1) D \$ 38.97	34,530.002	D	
Common Stock	03/02/2005		M	35,888 A \$ 16.7188	70,418.002	D	
Common Stock	03/02/2005		S	33,888 D \$ 38.3871	36,530.002	D	

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

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(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 38.97	03/01/2005		A	11,046	(2) 03/01/2015	Common Stock	11,046
Employee Stock Option (Right to Buy)	\$ 16.7188 (4)	03/02/2005		M	35,888 (5)	(6) 01/02/2007	Common Stock	35,888

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAK JONATHAN S 116 WEST THRUSTON BOULEVARD DAYTON, OH 45419			Senior Vice President	

Signatures

Nelson F. Greene, Attorney-in-fact for Jonathan S. Hoak

03/03/2005

__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) These shares were retained by NCR Corporation to cover tax withholding obligations when 620 restricted shares became freely transferrable.
- (2) The option vests in four equal annual installments beginning March 1, 2006.

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- (3) The options were granted under the NCR Management Stock Plan.
- (4) Previously reported price was \$33.44. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$33.44 split to \$16.7188.
- (5) Previously reported number of securities was 17,944. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of securities of 17,944 increased to 35,888, all of which are being exercised.
- (6) The option vested in 4 equal annual installments beginning on 1/2/1998.

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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