

NCR CORP
Form 4
March 15, 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 *
GAGLIARDI GERALD

(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)
03/11/2005

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 | 03/11/2005 | | M | | 13,334 | A | \$ 20.595 |
| | | | | | 46,926 | | |
| Common Stock | 03/11/2005 | | M | | 10,666 | A | \$ 9.675 |
| | | | | | 57,592 | | |
| Common Stock | 03/11/2005 | | M | | 10,666 | A | \$ 22.65 |
| | | | | | 68,258 | | |
| Common Stock | 03/11/2005 | | S | | 26,666 | D | \$ 39.0274 |
| | | | | | 41,805.4041 | | (1) |

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

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 213,4041 shares acquired under the NCR Employee Stock Purchase Plan.
- (2) 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 \$20.595.
- (3) Previously reported number of securities was 6,667. 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 6,667 increased to 13,334, of which all are being exercised.
- (4) The option vests in 3 equal annual installments beginning on 01/24/2003.
- (5) Previously reported price was \$19.35. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$19.35 split to \$9.675.
- (6) Previously reported number of securities was 10,667. 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 10,667 increased to 21,334, of which 10,666 are being exercised.
- (7) The option vests in 3 equal annual installments beginning on 02/03/2004.
- (8) Previously reported price was \$45.30. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$45.30 split to \$22.65.
- (9) Previously reported number of securities was 16,000. 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 16,000 increased to 32,000, 10,666 of which are being exercised.
- (10) The option vests in 3 equal annual installments beginning on March 1, 2005.

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.