

GAGLIARDI GERALD  
Form 4  
August 24, 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)  
**08/23/2005**

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	08/23/2005		M		13,334	A	\$ 12.7225
Common Stock	08/23/2005		M		26,000	A	\$ 24.0925
Common Stock	08/23/2005		M		10,666	A	\$ 13.67
Common Stock	08/23/2005		S		50,000	D	\$ 35.1574

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)	\$ 12.7225 <u>(1)</u>	08/23/2005		M	13,334	<u>(2)</u> 07/29/2012	Common Stock	13,334 <u>(3)</u>	
Employee Stock Option (Right to Buy)	\$ 24.0925 <u>(4)</u>	08/23/2005		M	26,000	<u>(5)</u> 02/01/2011	Common Stock	100,000 <u>(6)</u>	
Employee Stock Option (Right to Buy)	\$ 13.67 <u>(7)</u>	08/23/2005		M	10,666	<u>(8)</u> 08/04/2013	Common Stock	21,334 <u>(9)</u>	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAGLIARDI GERALD 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479			Senior Vice President	

## Signatures

Nelson F. Greene, Gerald  
Gagliardi  
08/24/2005

\*\*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) Previously reported price was \$25.45. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$25.45 split to \$12.7225.

(2) The option vests in 3 equal annual installments beginning on 07/29/2003.

Previously reported number of securities was 20,000. On February 12, 2004, 6,666 of this options were exercised and on September 19, 2004, 6,667 of these options were exercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the unexercised number of securities of 6,667 options increased to 13,334 options, all of which are being exercised.

(4) Previously reported price was \$48.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$48.19 split to \$24.0925.

(5) The option vests in 3 equal annual installments beginning on February 1, 2002.

Previously reported number of securities was 100,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported 100,000 securities increased to 200,000, of which 50,000 were exercised in February 2005, 50,000 were exercised in May 2005, and 26,000 are being exercised at this time.

(7) Previously reported price was \$27.34. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$27.34 split to \$13.67.

(8) The option vests in three equal annual installments beginning August 4, 2004.

Previously reported number of securities was 16,000. In September 2004, 5,333 of these options were exercised. 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, 10,666 of which are being exercised at this time.

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.