

NCR CORP  
 Form 4  
 January 04, 2006

# 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 \*  
 RINGLER JAMES M

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

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)  
 1490 LAKE ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/30/2005

(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

LAKE FOREST, IL 60045

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

### 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		4. Securities Acquired (A) or Disposed of (D) (Instr. 8)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
			(Instr. 8)	(Instr. 3, 4 and 5)				
			(A) or (D)	V	Amount	(D)	Price	

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price

Derivative Security			Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				V	(A)					
Phantom Stock Units	\$ 31.745 <u>(1)</u>	12/30/2005	A		4,526	<u>(1)</u>	<u>(1)</u>	Common Stock	4,526	\$
Phantom Stock Units	\$ 33.97 <u>(2)</u>	12/30/2005	A		3,748	<u>(1)</u>	<u>(1)</u>	Common Stock	3,748	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RINGLER JAMES M 1490 LAKE ROAD LAKE FOREST, IL 60045		X		

## Signatures

Nelson F. Greene, Attorney-in-fact for James M.  
Ringler

01/04/2006

\*\*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) The phantom stock units were acquired under the NCR Director Compensation Program and are to be settled in cash and/or stock upon the reporting person's termination as a director. The phantom stock units are converted on a one-for-one basis and the price is determined upon the reporting person's termination of service as a director. These shares should have been granted on September 30, 2005 and have been calculated at the fair market value of the stock on September 30, 2005.
- (2) The phantom stock units were acquired under the NCR Director Compensation Program and are to be settled in cash and/or stock upon the reporting person's termination as a director. The phantom stock units are converted on a one-for-one basis and the price is determined upon the reporting person's termination of service as a director.

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.