NCR CORP Form 4 April 01, 2005

## FORM 4

Check this box

if no longer

Section 16.

subject to

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.
See Instruction

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(b).

1. Name and Ac HURD MAR	•	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer		
			NCR CORP [NCR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
1616 STAFFORD SPRINGS PLACE			(Month/Day/Year) 03/30/2005	X Director 10% OwnerX Officer (give title Other (specification)) below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CENTERVILLE, OH 45458			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I. Non Derivative Securities	agained Disposed of an Reneficially Owner		

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	ecuriti	es Acqı	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/30/2005		D	114,343	D	<u>(1)</u>	100,665	D	

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)

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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)	TransactionDerivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
	,			Code V	(A)	(D)	Date Exercisable	Expiration Date	A Title N Sl
Employee Stock Option (Right to Buy)	\$ 12.7225	03/30/2005		D(2)		75,000	(2)	07/28/2012	Common , Stock
Employee Stock Option (Right to Buy)	\$ 12.7225	03/30/2005		A(2)	50,000		(2)	06/28/2005	Common Stock
Employee Stock Option (Right to Buy)	\$ 13.785	03/30/2005		D(2)		100,000	<u>(2)</u>	09/08/2012	Common Stock 1
Employee Stock Option (Right to Buy)	\$ 13.785	03/30/2005		A(2)	66,666		(2)	06/28/2005	Common Stock
Employee Stock Option (Right to Buy)	\$ 9.675	03/30/2005		D(2)		55,000	<u>(2)</u>	02/02/2013	Common Stock
Employee Stock Option (Right to Buy)	\$ 9.675	03/30/2005		A(2)	36,666		(2)	06/28/2005	Common Stock
Employee Stock Option (Right to Buy)	\$ 9.1275	03/30/2005		D(2)		100,000	(2)	03/13/2013	Common Stock 1
Employee Stock Option (Right to	\$ 9.1275	03/30/2005		A(2)	66,666		(2)	06/28/2005	Common Stock

\$ 13.67	03/30/2005	D(2)	55,000	(2)	08/03/2013	Common Stock
\$ 13.67	03/30/2005	A(2)	18,332	<u>(2)</u>	06/28/2005	Common Stock
\$ 22.65	03/30/2005	D(2)	200,562	(2)	02/28/2014	Common Stock 2
\$ 22.65	03/30/2005	A(2)	66,854	(2)	06/28/2005	Common Stock
\$ 38.97	03/30/2005	D <u>(4)</u>	184,094	<u>(4)</u>	<u>(4)</u>	Common Stock 1
\$ 25.8125	03/30/2005	D(2)	70,000	(2)	07/14/2009	Common , Stock
\$ 25.8125	03/30/2005	A(2)	70,000	(2)	06/28/2005	Common , Stock
\$ 19.4351	03/30/2005	D(2)	150,000	(2)	02/02/2010	Common Stock 1
\$ 19.4351	03/30/2005	A(2)	150,000	(2)	06/28/2005	Common Stock
	\$ 13.67 \$ 22.65 \$ 22.65 \$ 38.97 \$ 25.8125 \$ 19.4351	\$ 13.67 03/30/2005 \$ 22.65 03/30/2005 \$ 38.97 03/30/2005 \$ 25.8125 03/30/2005 \$ 19.4351 03/30/2005	\$ 13.67 03/30/2005 A(2)  \$ 22.65 03/30/2005 D(2)  \$ 38.97 03/30/2005 D(4)  \$ 25.8125 03/30/2005 D(2)  \$ 19.4351 03/30/2005 D(2)	\$ 13.67 03/30/2005 A(2) 18,332  \$ 22.65 03/30/2005 D(2) 200,562  \$ 22.65 03/30/2005 A(2) 66,854  \$ 38.97 03/30/2005 D(4) 184,094  \$ 25.8125 03/30/2005 D(2) 70,000  \$ 19.4351 03/30/2005 D(2) 150,000	\$ 13.67 03/30/2005 A(2) 18,332 (2)  \$ 22.65 03/30/2005 D(2) 200,562 (2)  \$ 22.65 03/30/2005 A(2) 66,854 (2)  \$ 38.97 03/30/2005 D(4) 184,094 (4)  \$ 25.8125 03/30/2005 D(2) 70,000 (2)  \$ 19.4351 03/30/2005 D(2) 150,000 (2)	\$ 13.67 03/30/2005 A <sup>(2)</sup> 18,332 (2) 06/28/2005  \$ 22.65 03/30/2005 D <sup>(2)</sup> 200,562 (2) 02/28/2014  \$ 22.65 03/30/2005 A <sup>(2)</sup> 66,854 (2) 06/28/2005  \$ 38.97 03/30/2005 D <sup>(4)</sup> 184,094 (4) (4)  \$ 25.8125 03/30/2005 D <sup>(2)</sup> 70,000 (2) 07/14/2009  \$ 25.8125 03/30/2005 D <sup>(2)</sup> 70,000 (2) 06/28/2005

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Employee Stock Option (Right to Buy)	\$ 19.5469	03/30/2005	D(2)		100,000	(2)	09/06/2010	Common Stock	1
Employee Stock Option (Right to Buy)	\$ 19.5469	03/30/2005	A(2)	100,000		<u>(2)</u>	06/28/2005	Common Stock	1
Employee Stock Option (Right to Buy)	\$ 22.2344	03/30/2005	D(2)		150,000	(2)	01/25/2011	Common Stock	1
Employee Stock Option (Right to Buy)	\$ 22.2344	03/30/2005	A(2)	150,000		(2)	06/28/2005	Common Stock	1
Employee Stock Option (Right to Buy)	\$ 20.595	03/30/2005	D(2)		75,000	(2)	01/23/2012	Common Stock	,
Employee Stock Option (Right to Buy)	\$ 20.595	03/30/2005	A	75,000		(2)	06/28/2005	Common Stock	,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
and the state of t	Director	10% Owner	Officer	Other		
HURD MARK V 1616 STAFFORD SPRINGS PLACE CENTERVILLE, OH 45458	X		President and CEO			
Signatures						
Nelson F. Greene, Attorney-in-fact for Hurd	Mark V.	0	4/01/2005			
**Signature of Reporting Person						

Reporting Owners 4

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### **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 unvested shares of restricted stock were forfeited by the reporting person upon his resignation from the Company.
  - Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement options. The option originally
- (2) expired 59 days after the termination of grantee's employment. This provision was amended so that the vested portion of the stock options remain exercisable for 90 days following the termination of grantee's employment.
- (3) The options were granted under the NCR Management Stock Plan.
- (4) The entire amount of this unvested stock option was forfeited following the termination of grantee's employment.

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.