NCR CORP Form 4 August 24, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

08/24/2005

(Print or Type Responses)

| 1. Name and Address of Reporting Person * BERG ERIC A | | | 2. Issuer Name and Ticker or Trading Symbol NCR CORP [NCR] | | | | 5 | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---|-----------------------|---|--------------------------|---------------|-------------|--|--|--|---------|--|
| (Last) 1700 S. PA BOULEVA | ATTERSON | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 08/24/2005 | | | | (Check all applicable) Director 10% Owner Other (specify below) Senior Vice President | | | | |
| DAYTON | | Filed(Month/Day/Year) | | | | A - - | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Tak | ble I - Non | -Derivativ | e Secu | rities Acqui | red, Disposed of, | or Beneficiall | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | | Code (Instr. 3, 4 and 5) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4) | | |
| Common Stock | 08/24/2005 | | | Code V | Amount 13,332 | (D) | Price \$ 15.185 | 41,817.5191 | D | | |
| Common Stock | 08/24/2005 | | | M | 6,668 | A | \$ 15.185 | 48,485.5191 | D | | |

20,000 D

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

S

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

28,485.5191 D

Edgar Filing: NCR CORP - Form 4

number.

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration D | . 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) | \$ 15.185 (1) | 08/24/2005 | | M | 13,332 | (2) | 07/23/2013 | Common Stock | 20,000 (3) | |
| Employee Stock Option (Right to Buy) | \$ 15.185 (1) | 08/24/2005 | | M | 6,668 | (2) | 07/23/2013 | Common Stock | 50,000 (<u>4)</u> | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| BERG ERIC A | | | Senior | | | | |
| 1700 S. PATTERSON BOULEVARD | | | Vice | | | | |
| DAYTON, OH 45479 | | | President | | | | |

Signatures

Nelson F. Greene, Attorney-in-fact for Eric A.
Berg 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 \$30.37. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$30.37 split to \$15.1850.
- (2) The option vests in three equal annual installments, with the first installment vesting on 7/23/2004.
- (3) Previously reported number of securities was 10,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the number of securities of 10,000 increased to 20,000, of which 13,332 are being exercised at this time.

Reporting Owners 2

Edgar Filing: NCR CORP - Form 4

Previously reported number of securities was 35,000. 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 35,000 increased to 70,000. 20,000 of these options were exercised in May 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.