

NCR CORP  
Form 4  
March 03, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
**HURD MARK V**

(Last) (First) (Middle)

**1616 STAFFORD SPRINGS PLACE**

(Street)

**CENTERVILLE, OH 45458**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2005**

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)  
**President and CEO**

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 (A) or (D) Price		
Common Stock	03/01/2005		A		61,365 A \$ 38.97	217,928.4926	D
Common Stock	03/01/2005		F		2,353 (1) D \$ 38.97	215,575.4926	D
Common Stock	03/02/2005		S		3,221 D \$ 38.41	212,354.4926	D
Common Stock	03/03/2005		M		30,000 A \$ 25.8125	242,354.4926	D
Common Stock	03/03/2005		S		27,346 D \$ 38.3747	215,008.4926	D

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

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(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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (Right to Buy)	\$ 38.97	03/01/2005		A		184,094		(2)	03/01/2015	Common Stock
Employee Stock Option (Right to Buy)	\$ 25.8125 (4)	03/03/2005		M		30,000 (5)		07/15/2002	07/15/2009	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 Mark V. Hurd  
 Date: 03/03/2005

\_\_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) These shares were retained by NCR Corporation to cover tax withholding obligations when 5,574 restricted shares became freely transferable.
- (2) The option vests in four equal annual installments beginning March 1, 2006.

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- (3) The options were granted under the NCR Management Stock Plan.
- (4) Previously reported price was \$51.63. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$51.63 split to \$25.8125.
- (5) Previously reported number of securities was 50,000. 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 50,000 increased to 100,000, 30,000 of which are being exercised.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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