

Edgar Filing: NCR CORP - Form SC 13G/A

NCR CORP
Form SC 13G/A
September 10, 2003

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NCR13G1.doc
SECURITIES AND EXCHANGE
COMMISSION Washington, D.C.
20549

SCHEDULE

Under the Securities Exchange Act of
1934

(Amendment No. 1)*
NCR Corporation

(Name of Issuer)

Common Stock

(Title of Class and Securities)

62886E108

(CUSIP Number of Class of
Securities)

Check the appropriate box to designate the rule
pursuant to which this
Schedule is filed:
 Rule 13d-1(b)

Rule 13d-1(c) Rule 13d-1(d)

* The remainder of this cover page shall be filled out
for a reporting person's initial filing on this form
with respect to the subject class of securities, and
for any subsequent amendment containing information
which would alter the disclosures provided in a prior
page.

The information required in the remainder of this
cover page shall not be deemed to be "filed" for the
purpose of Section 18 of the Securities Exchange Act
of 1934 ("Act") or otherwise subject to the
liabilities of that section of the Act but shall be
subject to all other provisions of the Act (however,
see the Notes).

(Continued on following page(s))
CUSIP No. 62886E108
13G

(1) NAMES OF REPORTING PERSONS
Southeastern Asset Management, Inc.
62-0951781

I.D. No.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)
(b) X

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Tennessee

POWER : (5) SOLE VOTING
: (Discretionary
Accounts) NUMBER OF SHARES BENEFICIALLY :
4,136,000 shares
OWNED BY EACH REPORTING PERSON

WITH : (6) SHARED OR NO
VOTING POWER
3,811,700
shares
(Shared)
1,625,800
shares (None)

: (7) SOLE
DISPOSITIVE
POWER
(Discretionary
Accounts)
: 5,761,800
shares

: (8) SHARED OR NO
DISPOSITIVE POWER
: 3,811,700
shares (Shared)
shares (None)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON (Discretionary & Non-
discretionary Accounts)
9,573,500 shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
EXCLUDES
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.1 %

(12) TYPE OF REPORTING PERSON
IA

CUSIP No. 62886E108
13G

(1) NAMES OF REPORTING PERSONS

0

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O. Mason Hawkins
257-72-3256

I.D. No.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

- (a)
- (b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Citizen of United States

POWER : (5) SOLE VOTING
Accounts) NUMBER OF SHARES BENEFICIALLY : (Discretionary
None OWNED BY EACH REPORTING PERSON

WITH : (6) SHARED VOTING
POWER : None

DISPOSITIVE POWER : (7) SOLE
: None

DISPOSITIVE POWER : (8) SHARED
: None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
None (See Item 3)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9
EXCLUDES
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

(12) TYPE OF REPORTING PERSON
IN

Item 1.

(a). Name of Issuer: NCR Corporation
("Issuer")

(b). Address of Issuer's Principal Executive Offices:
1700 South Patterson Blvd.
Dayton, OH 45479

Item 2.

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(a) and (b). Names and Principal Business
Addresses of Persons

Filing:
(1) Southeastern Asset Management,
Inc.

6410 Poplar Ave., Suite
900 Memphis, TN 38119

(2) Mr. O. Mason Hawkins
Chairman of the Board
and C.E.O. Southeastern
Asset Management, Inc.
6410 Poplar Ave., Suite
900 Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee
corporation

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Common Stock (the
"Securities").

(e). Cusip Number: 62886E108

Item 3. If this statement is filed pursuant to Rules
13d-1 (b) or

13d-2 (b), check whether the person filing is a:

(d.) Investment Adviser registered under Section 203 of
the Investment Advisers Act of 1940. This
statement is being
filed

by Southeastern Asset Management, Inc. as a registered
investment

adviser. All of the securities covered by this report
are

owned

legally by Southeastern's investment advisory clients
and

none

are owned directly or indirectly by Southeastern. As
permitted

by Rule 13d-4, the filing of this statement shall not
be

construed

as an admission that Southeastern Asset Management,
Inc. is

the

beneficial owner of any of the securities covered by
this

statement.

(g.) Parent Holding Company. This statement is also
being filed

by

Mr. O. Mason Hawkins, Chairman of the Board and
C.E.O. of Southeastern Asset Management, Inc. in

the event he could be deemed to be a controlling
person of that firm as the result

of

his official positions with or ownership of its voting
securities.

The existence of such control is expressly disclaimed.

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Mr.

Hawkins

does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-

4,

the filing of this statement shall not be construed as an admission

that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

(a). Amount Beneficially Owned: (At 8/31/03)
9,573,500 shares

(b). Percent of Class:

10.1%

Above percentage is based on 94,800,000

shares of common stock outstanding.

(c). Number of shares as to which such person has:

(i). sole power to vote or to direct the vote:
4,136,000 shares

(ii). shared or no power to vote or to direct the vote: Shared - 3,811,700 shares.

Securities owned by the following

series of Lingleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940, as follows:

Lingleaf Partners Small-Cap Fund -

3,811,700 shares

No Power to Vote: 1,625,800 shares

(iii). sole power to dispose or to direct the disposition

of:

5,761,800 shares

(iv). shared or no power to dispose or to direct the disposition of:

Shared - 3,811,700 shares

Securities owned by the following

series of Lingleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940, as follows:

Lingleaf Partners Small-Cap Fund -

3,811,700

No Power to Dispose: 0 shares

Item 5. Ownership of Five Percent or Less of a Class:
N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person: N/A

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Item 7. Identification and Classification of the
Subsidiary Which Acquired the Security Being
Reported on By the Parent Holding Company:
N/A

Item 8. Identification and Classification of Members
of the Group: N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that, to the best of my
knowledge and belief, the securities referred to above
were acquired in the ordinary course of business and
were not acquired for the purpose and do not have the
effect of changing or influencing the control of the
issuer of such securities and were not acquired in
connection with or as a participant in any transaction
having such purposes or effect.

Signatures

After reasonable inquiry and to the best of the
knowledge and belief of the undersigned, the
undersigned certifies that the information set forth
in this statement is true, complete, and correct.

Dated: September 10, 2003

Southeastern Asset
Management, Inc. By /s/
Andrew R. McCarroll

Andrew R. McCarroll

Vice President and

General Counsel

O. Mason Hawkins,

Individually

/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities
Exchange Act of 1934, the persons or entities named
below agree to the joint filing on behalf of each of
them of this Schedule 13G with respect to the
Securities of the Issuer and further agree that this
joint filing agreement be included as an exhibit to
this Schedule 13G. In
evidence thereof, the undersigned hereby execute this
Agreement as of September 10, 2003.

Southeastern Asset

Management, Inc.

By /s/ Andrew R.

McCarroll

Andrew R. McCarroll
Vice President and
General Counsel
O. Mason Hawkins,
Individually

/s/ O. Mason Hawkins