

QUINLAN MARK D

Form 4

November 23, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
QUINLAN MARK D

(Last) (First) (Middle)

10332 BLACK BIRCH DRIVE

(Street)

DAYTON, OH 45458

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	11/19/2004		M	5,100 A	\$ 38.19	5,680	D
Common Stock	11/19/2004		M	8,333 A	\$ 41.19	14,013	D
Common Stock	11/19/2004		S	13,433 D	\$ 56.84	580	D
Common Stock	11/22/2004		M	2,493 A	\$ 42.32	3,073	D
Common Stock	11/22/2004		M	10,000 A	\$ 41.5	13,073	D

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Common Stock 11/22/2004 S 10,576 D \$ 56.93 2,497 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)

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 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)	\$ 38.19	11/19/2004		M	5,100	<u>(1)</u>	01/03/2010	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 41.19	11/19/2004		M	8,333	<u>(2)</u>	01/24/2012	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 42.32	11/22/2004		M	2,493	01/02/1997	01/02/2006	Common Stock	2,493
Employee Stock Option (Right to Buy)	\$ 41.5	11/22/2004		M	10,000	01/04/2000	01/04/2009	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

QUINLAN MARK D
10332 BLACK BIRCH DRIVE
DAYTON, OH 45458

Vice
President

Signatures

Nelson F. Greene, Attorney-in-fact for Mark D.
Quinlan

11/23/2004

__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 option vested in 3 equal annual installments beginning on 01/03/2001.
- (2) The option vests in 3 equal annual installments beginning 01/24/2003.

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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