NCR CORP Form 4 March 05, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

January 31,

Expires: 2005
Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. 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

1(b).

(Print or Type Responses)

| 1. Name and A Langos Brud | Address of Reporting F ce | Symbol | 2. Issuer Name and Ticker or Trading Symbol NCR CORP [NCR] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--------------------------------------|---|---|---|------------|--------------------|--|--|----------|--|--|
| (Last) 1700 S. PAT BOULEVA | ΓTERSON | (Month/D | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2007 | | | (Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify below) SVP, Global Operations | | | | |
| DAYTON, (| | Filed(Mon | ndment, Date Origi th/Day/Year) | nal | | 6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by N Person | | rson | | |
| (City) | (State) | (Zip) Table | e I - Non-Derivati | e Secur | ities Acq | uired, Disposed of | 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) | Transaction(A) or | (A) or | d of (D) 5) Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Common Stock | 03/01/2007 | | F 132 (| <u>)</u> D | \$ 46.13 | 20,417 | D | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: NCR CORP - Form 4

| 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. Transactio Code (Instr. 8) | 5. Number of or 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) | \$ 46.13 | 03/01/2007 | | A | 18,502 | (2) | 03/01/2017 | Common Stock | 18,502 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Langos Bruce

1700 S. PATTERSON BOULEVARD SVP, Global Operations

DAYTON, OH 45479

Signatures

Nelson F. Greene, Attorney-in-fact for Bruce

Langos 03/05/2007

**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 withheld to cover tax withholding obligations when 339 restricted shares vested, or became freely transferable, on March 1, 2007.
- (2) The option vests in four equal annual installments beginning March 1, 2007.
- (3) The options were granted under the NCR Stock Incentive Plan.

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.

Reporting Owners 2