NCR CORP Form 4 February 25, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

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

Check this box

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

(Print or Type Responses)

1(b).

(Last)

(City)

**FLOOR** 

1. Name and Address of Reporting Person \* **HEYMAN ANDREW S** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NCR CORP [NCR]

(Check all applicable)

3097 SATELLITE BLVD., 3RD

(Street)

(State)

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 02/23/2015

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

below) SVP & Pres, Fin Svs Div

(Middle)

(Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

DULUTH, GA 30096-5810

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

D

(A) Transaction(s) (Instr. 3 and 4) (D) Price

Code V Amount

Common 02/23/2015 Stock

12,542 A A \$0 35,694 (1)

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

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 number.

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (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)		8 II S (
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (2)	02/23/2015		A	21,157	<u>(2)</u>	(2)	Common Stock	21,157	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HEYMAN ANDREW S 3097 SATELLITE BLVD., 3RD FLOOR DULUTH, GA 30096-5810

SVP & Pres, Fin Svs Div

De Sec (In

## **Signatures**

Laura J. Foltz, Attorney-in-Fact for Andrew S.
Heyman

02/25/2015

\*\*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).
- These are time-based restricted stock units that will vest ratably, with 1/3 of such units vesting on each of the first, second and third (1) anniversaries of the grant date (each a "Vesting Date"), subject to the reporting person's continued employment with the issuer on the applicable Vesting Dates and in accordance with the terms and conditions of the applicable award agreement.
- These are restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest on (2) October 25, 2016, subject to the reporting person's continued employment with the issuer on such date and in accordance with the terms and conditions of the applicable award agreement.

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