NCR CORP Form 4 March 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Add HEYMAN AN	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol NCR CORP [NCR]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
3097 SATELLITE BLVD., 3RD FLOOR			(Month/Day/Year) 02/28/2015	Director 10% Owner X Officer (give title Other (specify below) SVP & Pres, Fin Svs Div			
	(Street)		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			
DULUTH, GA 30096-5810				Form filed by More than One Reporting Person			

(City)	(State) ((Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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	02/28/2015		Code V M	Amount 16,633 (1)	(D)	Price \$ 0	52,327	D	
Common Stock	03/02/2015		F	5,580 (2)	D	\$ 29.43	46,747	D	
Common Stock	03/02/2015		F	2,894 (3)	D	\$ 29.43	43,853	D	

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

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number.

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	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	
Restricted Stock Units	\$ 0 (1)	02/28/2015		M	16,63 (1)	3 (1)	<u>(1)</u>	Common Stock	16,633	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

SVP & Pres, Fin Svs Div

Sec (In

Signatures

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

03/03/2015

**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).
- (1) Represents the conversion of restricted stock units that vested on February 28, 2015. The performance related conditions of these restricted stock units were satisfied on February 24, 2014.
- (2) These shares were withheld to cover tax withholding obligations when 16,633 restricted stock units vested on February 28, 2015.
- (3) These shares were withheld to cover tax withholding obligations when 8,676 restricted stock units vested on February 28, 2015.

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.

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