

QUINLAN MARK D
Form 4
November 23, 2004

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10332 BLACK BIRCH DRIVE

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

DAYTON, OH 45458

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| 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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(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 | | (1) | 01/03/2010 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 41.19 | 11/19/2004 | | M | | 8,333 | | (2) | 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. 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.