

NCR CORP

Form 4

February 04, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HURD MARK V

(Last) (First) (Middle)

**1616 STAFFORD SPRINGS
PLACE**

(Street)

CENTERVILLE, OH 45458

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President and CEO

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)
Common Stock	02/03/2005		M	33,000	A \$ 15.9531	189,563.4926 (1)	D
Common Stock	02/03/2005		M	80,000	A \$ 20.75	269,563.4926	D
Common Stock	02/03/2005		S	113,000	D \$ 35.51	156,563.4926	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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. 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)	\$ 15.9531 (2)	02/03/2005		M		33,000 (3)		(4)	02/18/2008	Common Stock	33,000 (3)
Employee Stock Option (Right to Buy)	\$ 20.75 (5)	02/03/2005		M		80,000 (6)		(7)	01/04/2009	Common Stock	80,000 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HURD MARK V 1616 STAFFORD SPRINGS PLACE CENTERVILLE, OH 45458	X		President and CEO	

Signatures

Nelson F. Greene, Attorney-in-fact for Mark V. Hurd
02/04/2005

__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) Previously reported direct total was 78,281.7463. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported 78,281.7463 shares increased to 156,563.4926.
- (2) Previously reported price was \$31.91. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$31.91 split to \$15.9531.
- (3)

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Previously reported number of securities was 16,500. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 16,500 increased to 33,000, all of which are being exercised.

- (4) The option vests in 3 equal annual installments beginning on 2/18/1999.
- (5) Previously reported price was \$41.50. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$41.50 split to \$20.75.
- (6) Previously reported number of securities was 40,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 40,000 increased to 80,000, all of which are being exercised.
- (7) The option vests in 3 equal annual installments beginning on 01/04/2000.

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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