

BRUNO JOHN G
Form 4
July 18, 2012

FORM 4

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

OMB APPROVAL

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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 *
BRUNO JOHN G

(Last) (First) (Middle)
7 WORLD TRADE CENTER, 250 GREENWICH STREET

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/16/2012

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)
CTO /EVP, Corp. Development

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	07/16/2012		M		87,633 (1) A \$ 13.67	D	
Common Stock	07/16/2012		S		87,633 (1) D \$ 24	D	
Common Stock	07/16/2012		M		16,177 (1) A \$ 12.81	D	
Common Stock	07/16/2012		S		16,177 (1) D \$ 24	D	
Common Stock	07/16/2012		S		4,623 (1) D \$ 24	D	

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Common Stock	07/16/2012	S	<u>17,577</u> (1)	D	\$ 24	154,678	D
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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.67	07/16/2012		M	87,633	12/01/2011 ⁽²⁾ / 11/30/2018	Common Stock	87,633
Employee Stock Option (Right to Buy)	\$ 12.81	07/16/2012		M	16,177	02/23/2012 ⁽³⁾ / 02/22/2020	Common Stock	16,177

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRUNO JOHN G 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	CTO /EVP, Corp. Development

Signatures

Mary H. Fragola, Attorney-in-Fact for John G. Bruno	07/18/2012
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__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 exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 1, 2011.
- (2) The grant vests in four equal annual installments commencing December 1, 2009. The first three installments vested on December 1, 2009, December 1, 2010 and the date shown above, respectively.
- (3) The grant vests in four equal annual installments commencing February 23, 2011. The first two installments vested on February 23, 2011 and the date shown above, respectively.

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.