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

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Check this box

Form 5 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).

1. Name and Address of Reporting Person * Ledford Andrea

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

Common

Stock

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

NCR CORP [NCR]

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

Director _X__ Officer (give title

10% Owner Other (specify below)

7 WORLD TRADE CENTER, 250 **GREENWICH STREET, 35TH FLOOR**

SVP Corp Services / Chief Human Resources Officer

(Check all applicable)

(Street)

(State)

02/23/2015

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

D

Person

NEW YORK, NY 10007

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 TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership (Instr. 4) (Instr. 4)

A

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

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

\$0

or Amount (D) Price

Code V

(1)

6,271

71,339 (2)

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic 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 I S (
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (3)	02/23/2015		A	12,694	(3)	(3)	Common Stock	12,694	

Deletionships

De Sec (In

Reporting Owners

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			
Ledford Andrea 7 WORLD TRADE CENTER 250 GREENWICH STREET, 35TH FLOOR NEW YORK, NY 10007			SVP Corp Services	Chief Human Resources Officer			

Signatures

Laura J. Foltz, Attorney-in-Fact for Andrea
Ledford

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.
- (2) Includes 641.7289 shares acquired under the NCR Employee Stock Purchase Plan in January 2015. These shares were rounded to 642 for disclosure in this table.
- These are restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest on 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.

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