

NCR CORP
Form 4
April 01, 2005

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 *
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)
03/30/2005

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 Ownership (Instr. 4)
Common Stock	03/30/2005		D	(A) or (D) <u>(1)</u>	114,343	D	
				Price	100,665		

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

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (Right to Buy)	\$ 12.7225	03/30/2005		D ⁽²⁾			75,000	<u>(2)</u>	07/28/2012	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 12.7225	03/30/2005		A ⁽²⁾		50,000		<u>(2)</u>	06/28/2005	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 13.785	03/30/2005		D ⁽²⁾			100,000	<u>(2)</u>	09/08/2012	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 13.785	03/30/2005		A ⁽²⁾		66,666		<u>(2)</u>	06/28/2005	Common Stock	66,666
Employee Stock Option (Right to Buy)	\$ 9.675	03/30/2005		D ⁽²⁾			55,000	<u>(2)</u>	02/02/2013	Common Stock	55,000
Employee Stock Option (Right to Buy)	\$ 9.675	03/30/2005		A ⁽²⁾		36,666		<u>(2)</u>	06/28/2005	Common Stock	36,666
Employee Stock Option (Right to Buy)	\$ 9.1275	03/30/2005		D ⁽²⁾			100,000	<u>(2)</u>	03/13/2013	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 9.1275	03/30/2005		A ⁽²⁾		66,666		<u>(2)</u>	06/28/2005	Common Stock	66,666

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Buy)

Employee
Stock
Option
(Right to
Buy)

\$ 13.67

03/30/2005

D⁽²⁾

55,000

(2)

08/03/2013

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 13.67

03/30/2005

A⁽²⁾

18,332

(2)

06/28/2005

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 22.65

03/30/2005

D⁽²⁾

200,562

(2)

02/28/2014

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 22.65

03/30/2005

A⁽²⁾

66,854

(2)

06/28/2005

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 38.97

03/30/2005

D⁽⁴⁾

184,094

(4)

(4)

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 25.8125

03/30/2005

D⁽²⁾

70,000

(2)

07/14/2009

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 25.8125

03/30/2005

A⁽²⁾

70,000

(2)

06/28/2005

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 19.4351

03/30/2005

D⁽²⁾

150,000

(2)

02/02/2010

Common
Stock

Employee
Stock
Option
(Right to
Buy)

\$ 19.4351

03/30/2005

A⁽²⁾

150,000

(2)

06/28/2005

Common
Stock

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) These unvested shares of restricted stock were forfeited by the reporting person upon his resignation from the Company.

Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement options. The option originally
(2) expired 59 days after the termination of grantee's employment. This provision was amended so that the vested portion of the stock options remain exercisable for 90 days following the termination of grantee's employment.

(3) The options were granted under the NCR Management Stock Plan.

(4) The entire amount of this unvested stock option was forfeited following the termination of grantee's employment.

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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