

Edgar Filing: NCR CORP - Form SC 13G/A

NCR CORP  
Form SC 13G/A  
September 10, 2003

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NCR13G1.doc  
SECURITIES AND EXCHANGE  
COMMISSION Washington, D.C.  
20549

SCHEDULE

Under the Securities Exchange Act of  
1934

(Amendment No. 1)\*  
NCR Corporation

\_\_\_\_\_  
(Name of Issuer)

Common Stock

\_\_\_\_\_  
(Title of Class and Securities)

62886E108

\_\_\_\_\_  
(CUSIP Number of Class of  
Securities)

Check the appropriate box to designate the rule  
pursuant to which this  
Schedule is filed:  
 Rule 13d-1(b)

Rule 13d-1(c)  Rule 13d-1(d)

\* The remainder of this cover page shall be filled out  
for a reporting person's initial filing on this form  
with respect to the subject class of securities, and  
for any subsequent amendment containing information  
which would alter the disclosures provided in a prior  
page.

The information required in the remainder of this  
cover page shall not be deemed to be "filed" for the  
purpose of Section 18 of the Securities Exchange Act  
of 1934 ("Act") or otherwise subject to the  
liabilities of that section of the Act but shall be  
subject to all other provisions of the Act (however,  
see the Notes).

(Continued on following page(s))  
CUSIP No. 62886E108  
13G

\_\_\_\_\_  
(1) NAMES OF REPORTING PERSONS  
Southeastern Asset Management, Inc.  
62-0951781

I.D. No.

\_\_\_\_\_  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)  
(b) X

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Tennessee

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POWER : (5) SOLE VOTING  
: (Discretionary  
Accounts) NUMBER OF SHARES BENEFICIALLY :  
4,136,000 shares  
OWNED BY EACH REPORTING PERSON

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WITH : (6) SHARED OR NO  
VOTING POWER  
3,811,700  
shares  
(Shared)  
1,625,800  
shares (None)

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: (7) SOLE  
DISPOSITIVE  
POWER  
(Discretionary  
Accounts)  
: 5,761,800  
shares

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: (8) SHARED OR NO  
DISPOSITIVE POWER  
: 3,811,700  
shares (Shared)  
shares (None)

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON (Discretionary & Non-  
discretionary Accounts)  
9,573,500 shares

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9  
EXCLUDES  
CERTAIN SHARES

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.1 %

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(12) TYPE OF REPORTING PERSON  
IA

---

CUSIP No. 62886E108  
13G

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(1) NAMES OF REPORTING PERSONS

0

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O. Mason Hawkins  
257-72-3256

I.D. No.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

- (a)
- (b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Citizen of United States

POWER : (5) SOLE VOTING  
Accounts) NUMBER OF SHARES BENEFICIALLY : (Discretionary  
None OWNED BY EACH REPORTING PERSON

WITH : (6) SHARED VOTING  
POWER : None

DISPOSITIVE POWER : (7) SOLE  
: None

DISPOSITIVE POWER : (8) SHARED  
: None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
None (See Item 3 )

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9  
EXCLUDES  
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0%

(12) TYPE OF REPORTING PERSON  
IN

Item 1.

(a). Name of Issuer: NCR Corporation  
("Issuer")

(b). Address of Issuer's Principal Executive Offices:  
1700 South Patterson Blvd.  
Dayton, OH 45479

Item 2.

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(a) and (b). Names and Principal Business  
Addresses of Persons

Filing:  
(1) Southeastern Asset Management,  
Inc.

6410 Poplar Ave., Suite  
900 Memphis, TN 38119

(2) Mr. O. Mason Hawkins  
Chairman of the Board  
and C.E.O. Southeastern  
Asset Management, Inc.  
6410 Poplar Ave., Suite  
900 Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee  
corporation

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Common Stock (the  
"Securities").

(e). Cusip Number: 62886E108

Item 3. If this statement is filed pursuant to Rules  
13d-1 (b) or

13d-2 (b), check whether the person filing is a:

(d.) Investment Adviser registered under Section 203 of  
the Investment Advisers Act of 1940. This  
statement is being  
filed

by Southeastern Asset Management, Inc. as a registered  
investment

adviser. All of the securities covered by this report  
are

owned

legally by Southeastern's investment advisory clients  
and

none

are owned directly or indirectly by Southeastern. As  
permitted

by Rule 13d-4, the filing of this statement shall not  
be

construed

as an admission that Southeastern Asset Management,  
Inc. is

the

beneficial owner of any of the securities covered by  
this

statement.

(g.) Parent Holding Company. This statement is also  
being filed

by

Mr. O. Mason Hawkins, Chairman of the Board and  
C.E.O. of Southeastern Asset Management, Inc. in

the event he could be deemed to be a controlling  
person of that firm as the result

of

his official positions with or ownership of its voting  
securities.

The existence of such control is expressly disclaimed.

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Mr.

Hawkins

does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-

4,

the filing of this statement shall not be construed as an admission

that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

(a). Amount Beneficially Owned: (At 8/31/03)  
9,573,500 shares

(b). Percent of Class:

10.1%

Above percentage is based on 94,800,000

shares of common stock outstanding.

(c). Number of shares as to which such person has:

(i). sole power to vote or to direct the vote:  
4,136,000 shares

(ii). shared or no power to vote or to direct the vote: Shared - 3,811,700 shares.

Securities owned by the following

series of Lingleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940, as follows:

Lingleaf Partners Small-Cap Fund -

3,811,700 shares

No Power to Vote: 1,625,800 shares

(iii). sole power to dispose or to direct the disposition

of:

5,761,800 shares

(iv). shared or no power to dispose or to direct the disposition of:

Shared - 3,811,700 shares

Securities owned by the following

series of Lingleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940, as follows:

Lingleaf Partners Small-Cap Fund -

3,811,700

No Power to Dispose: 0 shares

Item 5. Ownership of Five Percent or Less of a Class:  
N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person: N/A

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Item 7. Identification and Classification of the  
Subsidiary Which Acquired the Security Being  
Reported on By the Parent Holding Company:  
N/A

Item 8. Identification and Classification of Members  
of the Group: N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that, to the best of my  
knowledge and belief, the securities referred to above  
were acquired in the ordinary course of business and  
were not acquired for the purpose and do not have the  
effect of changing or influencing the control of the  
issuer of such securities and were not acquired in  
connection with or as a participant in any transaction  
having such purposes or effect.

Signatures

After reasonable inquiry and to the best of the  
knowledge and belief of the undersigned, the  
undersigned certifies that the information set forth  
in this statement is true, complete, and correct.

Dated: September 10, 2003

Southeastern Asset  
Management, Inc. By /s/  
Andrew R. McCarroll

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Andrew R. McCarroll

Vice President and

General Counsel

O. Mason Hawkins,

Individually

/s/ O. Mason Hawkins

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Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities  
Exchange Act of 1934, the persons or entities named  
below agree to the joint filing on behalf of each of  
them of this Schedule 13G with respect to the  
Securities of the Issuer and further agree that this  
joint filing agreement be included as an exhibit to  
this Schedule 13G. In  
evidence thereof, the undersigned hereby execute this  
Agreement as of September 10, 2003.

Southeastern Asset

Management, Inc.

By /s/ Andrew R.

McCarroll

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Andrew R. McCarroll  
Vice President and  
General Counsel  
O. Mason Hawkins,  
Individually

/s/ O. Mason Hawkins