

NCR CORP
Form 3
May 31, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Langos Bruce | | (Month/Day/Year) | NCR CORP [NCR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/29/2006 | | |
| 1700 S. PATTERSON BOULEVARD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| DAYTON,Â OHÂ 45479 | | | SVP, Global Operations | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 13,203 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------------------|------------------|-----------------|----------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | Â (2) | 01/23/2012 | Common Stock 3,000 | \$ 20.595 D Â |
| Employee Stock Option (Right to Buy) | Â (3) | 07/28/2012 | Common Stock 1,500 | \$ 12.72 D Â |
| Employee Stock Option (Right to Buy) | Â (4) | 02/02/2013 | Common Stock 1,500 | \$ 9.675 D Â |
| Employee Stock Option (Right to Buy) | Â (5) | 08/03/2013 | Common Stock 3,000 | \$ 13.67 D Â |
| Employee Stock Option (Right to Buy) | Â (6) | 02/28/2014 | Common Stock 7,100 | \$ 22.65 D Â |
| Employee Stock Option (Right to Buy) | Â (7) | 02/28/2015 | Common Stock 4,188 | \$ 38.97 D Â |
| Employee Stock Option (Right to Buy) | Â (8) | 02/12/2016 | Common Stock 4,970 | \$ 38.65 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Langos Bruce 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479 | Â | Â | Â SVP, Global Operations | Â |

Signatures

Nelson F. Greene, Attorney-in-fact for Bruce Langos
Date: 05/31/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 1,983 shares which was a performance-based restricted stock award that vests after three years, if performance measures are met.
- (2) The option vests in 3 equal annual installments beginning January 24, 2003.
- (3) The option vests in three equal annual installments beginning July 29, 2003.
- (4) The option vests in 3 equal annual installments beginning February 3, 2004.
- (5) The option vests in 3 equal annual installments beginning August 4, 2004.
- (6) The option vests in 3 equal annual installments beginning March 1, 2004.
- (7) The option vests in 3 equal annual installments beginning March 1, 2006.
- (8) The option vests in 3 equal annual installments beginning February 13, 2007.

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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