

Fishman Robert P
Form 4
May 03, 2013

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 *
Fishman Robert P

(Last) (First) (Middle)
3097 SATELLITE BOULEVARD,
3RD FLOOR
(Street)

DULUTH, GA 30096-5810

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2013

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)
Senior Vice President & CFO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/01/2013		M ⁽¹⁾		4,180	A	\$ 17.97
Common Stock	05/01/2013		M ⁽¹⁾		3,234	A	\$ 17.82
Common Stock	05/01/2013		M ⁽¹⁾		5,733	A	\$ 21.27
Common Stock	05/01/2013		M ⁽¹⁾		4,195	A	\$ 23.13
Common Stock	05/01/2013		M ⁽¹⁾		13,000	A	\$ 24.7

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Common Stock	05/01/2013	<u>M</u> ⁽¹⁾	10,413	A	\$ 23.93	75,152	D
Common Stock	05/01/2013	<u>M</u> ⁽¹⁾	10,963	A	\$ 22.16	86,115	D
Common Stock	05/01/2013	<u>S</u> ⁽¹⁾	65,282	D	\$ 29.08	20,833	D

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)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.97	05/01/2013		M	4,180	<u>(3)</u> 03/01/2015	Common Stock	4,180	
Employee Stock Option (Right to Buy)	\$ 17.82	05/01/2013		M	3,234	<u>(4)</u> 02/13/2016	Common Stock	3,234	
Employee Stock Option (Right to Buy)	\$ 21.27	05/01/2013		M	5,733	<u>(5)</u> 03/01/2017	Common Stock	5,733	
Employee Stock Option (Right to Buy)	\$ 23.13	05/01/2013		M	4,195	<u>(6)</u> 05/01/2017	Common Stock	4,195	

Employee Stock Option (Right to Buy)	\$ 24.7	05/01/2013	M	13,000	<u>(7)</u>	06/01/2017	Common Stock	13,000
Employee Stock Option (Right to Buy)	\$ 23.93	05/01/2013	M	10,413	<u>(8)</u>	10/01/2017	Common Stock	10,413
Employee Stock Option (Right to Buy)	\$ 22.16	05/01/2013	M	10,963	<u>(9)</u>	03/01/2018	Common Stock	10,963

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fishman Robert P 3097 SATELLITE BOULEVARD, 3RD FLOOR DULUTH, GA 30096-5810			Senior Vice President & CFO	

Signatures

Mary H.Fragola as Attorney-in-Fact for Robert P. Fishman	05/03/2013
<u> </u> 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 sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 12, 2013.
Represents the sale of 65,282 shares in 23 transactions at prices ranging from \$29.02 to \$29.19 per share, resulting in a weighted average sale price of \$29.08 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) The grant representing a right to purchase a total of 4,180 shares, vested in four equal annual installments on March 1, 2006, March 1, 2007, March 1, 2008 and March 1, 2009.
- (3) The grant representing a right to purchase a total of 3,234 shares, vested in four equal annual installments on February 13, 2007, February 13, 2008, February 13, 2009 and February 13, 2010.
- (4) The grant representing a right to purchase a total of 5,733 shares, vested in four equal annual installments on March 1, 2008, March 1, 2009, March 1, 2010 and March 1, 2011.
- (5) The grant representing a right to purchase a total of 4,195 shares, vested in four equal annual installments on May 1, 2008, May 1, 2009, May 1, 2010 and May 1, 2011.
- (6)
- (7)

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The grant representing a right to purchase a total of 13,000 shares, vested in four equal annual installments on June 1, 2008, June 1, 2009, June 1, 2010 and June 1, 2011.

- (8) The grant representing a right to purchase a total of 10,413 shares, vested in four equal annual installments on October 1, 2008, October 1, 2009, October 1, 2010 and October 1, 2011.
- (9) The grant representing a right to purchase a total of 10,963 shares, vested in four equal annual installments on March 1, 2009, March 1, 2010, March 1, 2011 and March 1, 2012.

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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