

NCR CORP
 Form 4
 August 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
OPPENHEIMER DEANNA W

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
08/01/2012

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 08/01/2012 | | A | | 3,032 (1) | A | \$ 0 3,032 D |
| Common Stock | 08/01/2012 | | A | | 2,653 (2) | A | \$ 0 5,685 D |

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

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SEC 1474
 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Right to Buy ⁽³⁾ | \$ 24.74 | 08/01/2012 | | A | 6,849 | 08/01/2013 08/01/2022 | Common Stock | 6,849 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OPPENHEIMER DEANNA W
7 WORLD TRADE CENTER X
250 GREENWICH STREET, 35TH FLOOR
NEW YORK, NY 10007

Signatures

Mary H. Fragola, as Attorney-in-Fact for Deanna W. Oppenheimer

08/03/2012

__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) Represents an initial grant of restricted stock units under the NCR Director Compensation Program (the "Compensation Program") which may be paid only in shares of NCR common stock. The restricted stock units vests in four equal quarterly installments commencing three months after the grant date, subject to the reporting person's continued service as a director on each vesting date. The reporting person may elect to defer receipt of a portion of the restricted stock units in accordance with the terms of the Compensation Program.

(2) Represents a mid-year grant of restricted stock units under the Compensation Program which may be paid only in shares of NCR common stock. The restricted stock units vest in four equal quarterly installments commencing three months after the grant date, subject to the reporting person's continued service as a director on each vesting date. The reporting person may elect to defer receipt of a portion of the restricted stock units in accordance with the terms of the Compensation Program.

(3) These are stock options granted under the Compensation Program as part of the mid-year equity grant to the reporting person.

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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