## Edgar Filing: NCR CORP - Form 4

NOD CODD

Form 4											
February 25, 2									OMB A	PPROVAL	
	UNITED	STATES		ITIES Al hington, 1			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				GES IN F SECURI		CIA	LOW	NERSHIP OF	Expires: Estimated a burden hou response	irs per	
Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. 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 Re	esponses)										
Ledford Andrea Symbo			Symbol	2. Issuer Name <b>and</b> Ticker or Trading ymbol [CR CORP [NCR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction				(Cheo	(Check all applicable)			
7 WORLD T	RADE CENTE H STREET, 35	CR, 250	(Month/Da 02/23/20	y/Year)	msaction			Director X Officer (giv below) SVP Corp Servic	e title Oth below)	6 Owner er (specify an Resources	
(Street) 4. If Amer			4. If Amen	endment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year) NEW YORK, NY 10007								Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f. or Beneficial	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	<ul> <li>Execution</li> <li>any</li> </ul>		3. Transactic Code	4. Securi onAcquired Disposed (Instr. 3, Amount	ties (A) o of (D	r )	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock	02/23/2015			А	6,271 (1)	А	\$0	71,339 <u>(2)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactiv Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ivative Expiration Date urities (Month/Day/Year) uired (A) Disposed of tr. 3, 4,		Underlying Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(3)</u>	02/23/2015		А	12,694	(3)	(3)	Common Stock	12,694	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ledford Andrea 7 WORLD TRADE CENTER 250 GREENWICH STREET, 35TH FLOOR NEW YORK, NY 10007			SVP Corp Services	Chief Human Resources Officer			
Signatures							
Laura J. Foltz, Attorney-in-Fact for Andrea Ledford			02/25/2015				
**Signature of Reporting Person		Dat	e				

## **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).

These are time-based restricted stock units that will vest ratably, with 1/3 of such units vesting on each of the first, second and third
 (1) anniversaries of the grant date (each a "Vesting Date"), subject to the reporting person's continued employment with the issuer on the applicable Vesting Dates and in accordance with the terms and conditions of the applicable award agreement.

(2) Includes 641.7289 shares acquired under the NCR Employee Stock Purchase Plan in January 2015. These shares were rounded to 642 for disclosure in this table.

These are restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest on

(3) October 25, 2016, subject to the reporting person's continued employment with the issuer on such date and in accordance with the terms and conditions of the applicable award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.