

Leav Peter
Form 4
February 03, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Leav Peter

(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)

02/01/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Global Sales, Prof. Svcs / &
Consumables

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	02/01/2012		M ⁽¹⁾	43,000 A	\$ 12.55	137,175	D
Common Stock	02/01/2012		M ⁽¹⁾	10,014 A	\$ 12.55	147,189	D
Common Stock	02/01/2012		S ⁽¹⁾	43,000 (2) D	\$ 18.83 (2)	104,189	D
Common Stock	02/01/2012		S ⁽¹⁾	10,014 D	\$ 19	94,175	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.55	02/01/2012		M	43,000	02/01/2012 ⁽³⁾ 01/31/2019	Common Stock 43,000
Employee Stock Option (Right to Buy)	\$ 12.55	02/01/2012		M	10,014	02/01/2012 ⁽³⁾ 01/31/2019	Common Stock 10,014

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Leav Peter 7 WORLD TRADE CENTER 250 GREENWICH STREET, 35TH FLOOR NEW YORK, NY 10007	EVP, Global Sales, Prof. Svcs & Consumables

Signatures

Mary H. Fragola, Attorney-in-Fact for Peter Leav 02/03/2012

____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) The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2011.

Represents the sale of 43,000 shares in 56 transactions at prices ranging from \$18.61 to \$18.98 per share, resulting in a weighted average sale price of \$18.83 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)
- (3) The grant vests in four equal annual installments commencing February 1, 2010. The first three installments vested on February 1, 2010, February 1, 2011 and the date shown above, respectively.

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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