

Leav Peter  
Form 4  
February 03, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Leav Peter

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
7 WORLD TRADE CENTER, 250 GREENWICH STREET, 35TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2012

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

(Street)  
NEW YORK, NY 10007

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	02/01/2012		M <sup>(1)</sup>		43,000	\$ 12.55	A 137,175 D
Common Stock	02/01/2012		M <sup>(1)</sup>		10,014	\$ 12.55	A 147,189 D
Common Stock	02/01/2012		S <sup>(1)</sup>		43,000 <sup>(2)</sup>	\$ 18.83 <sup>(2)</sup>	D 104,189 D
Common Stock	02/01/2012		S <sup>(1)</sup>		10,014	\$ 19	D 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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.55	02/01/2012		M	43,000	02/01/2012 <sup>(3)</sup> 01/31/2019	Common Stock	43,000
Employee Stock Option (Right to Buy)	\$ 12.55	02/01/2012		M	10,014	02/01/2012 <sup>(3)</sup> 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.

(2) 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.

(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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