

NCR CORP  
Form 4  
March 10, 2005

**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 \*  
**WALLACE CHRISTINE W**

(Last) (First) (Middle)  
  
1700 S. PATTERSON  
BOULEVARD  
  
(Street)

DAYTON, OH 45479

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/08/2005**

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 V.P., Human Resources

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                    | 03/08/2005                           |  | M                              |   | 10,000  | A  | \$ 17.375   |
| Common Stock                    | 03/08/2005                           |  | M                              |   | 2,500   | A  | \$ 9.675  |
| Common Stock                    | 03/08/2005                           |  | S                              |   | 7,551   | D  | \$ 38.255   |
|                                 |                                      |  |                                |   |   |  | 24,684.3466<br>(1)                                    |

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

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number.

**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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 17.375<br>(2)                                       | 03/08/2005                           |  | M                              | 10,000<br>(3)   | (4)  | 09/17/2009  | Common Stock | 30,000<br>(3)              |
| Employee Stock Option (Right to Buy)       | \$ 9.675<br>(5)  | 03/08/2005                           |  | M                              | 2,500<br>(6)  | (7)  | 02/03/2013  | Common Stock | 5,000<br>(6)               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| WALLACE CHRISTINE W<br>1700 S. PATTERSON BOULEVARD<br>DAYTON, OH 45479 |               |           | Senior V.P., Human Resources |       |

## Signatures

Nelson F. Greene, Attorney-in-fact for Christine W. Wallace  
03/10/2005

\*\*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) Includes 145,908,584 shares acquired under the NCR Employee Stock Purchase Plan in February and March 2005.
- (2) Previously reported price was \$34.75. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$34.75 split to \$17.3750
- (3) Previously reported number of securities was 15,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of securities of 15,000 increased to 30,000, 10,000 of which are being exercised.

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- (4) The option vests in 3 equal annual installments beginning on 09/17/2000.
- (5) Previously reported price was \$19.35. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$19.35 split to \$9.6750.  
Previously reported number of securities was 3,750. On February 6, 2004, 1,250 of these securities were exercised, with 2,500 remaining.
- (6) On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of securities of 2,500 increased to 5,000, 2,500 of which are being exercised.
- (7) The option vests in 3 equal annual installments beginning on 02/03/2004.

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.