

NCR CORP  
Form 4  
March 03, 2005

**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 \*  
**HOAK JONATHAN S**

(Last) (First) (Middle)  
**116 WEST THRUSTON BOULEVARD**  
  
(Street)

**DAYTON, OH 45419**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2005**

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 Vice President**

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	(D)	Price
Common Stock	03/01/2005		A		2,455	A	\$ 38.97
Common Stock	03/01/2005		F		262 (1)	D	\$ 38.97
Common Stock	03/02/2005		M		35,888	A	\$ 16.7188
Common Stock	03/02/2005		S		33,888	D	\$ 38.3871

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 38.97	03/01/2005		A	11,046	(2) 03/01/2015	Common Stock	11,046	
Employee Stock Option (Right to Buy)	\$ 16.7188 (4)	03/02/2005		M	35,888 (5)	(6) 01/02/2007	Common Stock	35,888	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAK JONATHAN S 116 WEST THRUSTON BOULEVARD DAYTON, OH 45419			Senior Vice President	

## Signatures

Nelson F. Greene, Attorney-in-fact for Jonathan S. Hoak

03/03/2005

\_\_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) These shares were retained by NCR Corporation to cover tax withholding obligations when 620 restricted shares became freely transferrable.
- (2) The option vests in four equal annual installments beginning March 1, 2006.

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- (3) The options were granted under the NCR Management Stock Plan.
- (4) Previously reported price was \$33.44. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$33.44 split to \$16.7188.
- (5) Previously reported number of securities was 17,944. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of securities of 17,944 increased to 35,888, all of which are being exercised.
- (6) The option vested in 4 equal annual installments beginning on 1/2/1998.

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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