

NCR CORP  
Form 4  
October 27, 2016

**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 \*  
Marquardt Frederick

(Last) (First) (Middle)  
2651 SATELLITE BLVD.  
(Street)

DULUTH, GA 30096-5810

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/25/2016

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)  
EVP Svs, Hdwre Sol, Entp Qual

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 or Price (A) or (D)  |  |   |   |
| Common Stock                    | 10/25/2016                           |  | M                              |   | 15,515<br>(1)   | A  | \$ 0 104,662  | D |
| Common Stock                    | 10/25/2016                           |  | F                              |   | 6,839<br>(2)  | D  | \$ 30.25 97,823                                       | D |
| Common Stock                    | 10/26/2016                           |  | S                              |   | 8,676<br>(3)  | D  | \$ 34.23 89,147                                       | 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**

SEC 1474  
(9-02)

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)

| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 10/25/2016                           |  | M                              | 15,515 <sup>(1)</sup>   | <sup>(1)</sup> <sup>(1)</sup>                            | Common Stock  | 15,515                        |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Marquardt Frederick  
2651 SATELLITE BLVD.  
DULUTH, GA 30096-5810

Director 10% Owner Officer Other

EVP Svs, Hdwre Sol, Entp Qual

## Signatures

Laura J. Foltz, Attorney-in-Fact for Frederick Marquardt

10/27/2016

     \*\*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) Represents the conversion of restricted stock units that vested on October 25, 2016. The performance related conditions of these restricted stock units were satisfied on February 23, 2015.
- (2) These shares were withheld to cover tax withholding obligations when 15,515 restricted stock units vested on October 25, 2016.
- (3) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2016.
- (4) Represents the sale of 8,676 shares in 74 transactions on October 26, 2016 ranging in price from \$32.20 to \$34.99 per share, resulting in a weighted average sale price of \$34.23 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 range sent forth in this footnote.

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.