

BRUNO JOHN G
Form 4
May 06, 2013

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 *
BRUNO JOHN G

(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)
05/02/2013

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 & Chief Technology Officer

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	05/02/2013		M ⁽¹⁾		600	A	\$ 12.81
Common Stock	05/02/2013		S ⁽¹⁾		2,400	D	\$ 29.75
Common Stock	05/03/2013		M ⁽¹⁾		15,577	A	\$ 12.81
Common Stock	05/03/2013		M ⁽¹⁾		87,633	A	\$ 13.67
Common Stock	05/03/2013		S ⁽¹⁾		170,980	D	\$ 29.75

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

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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)	\$ 12.81	05/02/2013		M	600	02/23/2013 ⁽²⁾ 02/22/2020	Common Stock	600
Employee Stock Option (Right to Buy)	\$ 12.81	05/03/2013		M	15,577	02/23/2013 ⁽²⁾ 02/22/2020	Common Stock	15,577
Employee Stock Option (Right to Buy)	\$ 13.67	05/03/2013		M	87,633	⁽³⁾ 11/30/2018	Common Stock	87,633

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BRUNO JOHN G
7 WORLD TRADE CENTER
250 GREENWICH STREET, 35TH FLOOR
NEW YORK, NY 10007

EVP & Chief Technology Officer

Signatures

Mary H. Fragola Attorney-in-Fact for John G.
Bruno

05/06/2013

__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 February 15, 2013.
- (2) The grant representing a right to purchase a total of 64,707 shares, vests in four equal annual installments. The first three installments vested on February 23, 2011, February 23, 2012 and the date shown above.
- (3) The grant representing a right to purchase a total of 350,532 shares, vested in four equal annual installments on December 1, 2009, December 1, 2010, December 1, 2011 and December 1, 2012.

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.