

NCR CORP
Form 4
February 15, 2006

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 *
KOEHLER MICHAEL

(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)
02/13/2006

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		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	02/13/2006		M		5,668	A	\$ 9.675	125,527	D	
Common Stock	02/13/2006		M		10,000	A	\$ 22.65	135,527.8898	D	
Common Stock	02/13/2006		S		5,000	D	\$ 38.55	130,527.8898	D	
Common Stock	02/13/2006		S		6,568	D	\$ 38.52	123,959.8898	D	
Common Stock	02/13/2006		S		4,100	D	\$ 38.51	119,859.8898	D	
	02/13/2006		A			A		128,187.8898	D	

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Common	8,328	\$
Stock	<u>(9)</u>	38.65

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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ <u>9.675</u> ⁽¹⁾	02/13/2006		M	5,668	<u>(2)</u> 02/03/2013	Common Stock	5,668
Employee Stock Option (Right to Buy)	\$ <u>22.65</u> ⁽³⁾	02/13/2006		M	10,000	<u>(4)</u> 03/01/2014	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 38.65	02/13/2006		A	20,872	<u>(7)</u> 02/13/2016	Common Stock	20,872

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOEHLER MICHAEL 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479			Senior Vice President	

Signatures

Nelson F. Greene, Attorney-in-fact for Michael
Koehler

02/15/2006

__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) 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 \$9.675.
- (2) The option vests in 3 equal annual installments beginning on 2/3/2004.
- (3) Previously reported price was \$45.30. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$45.30 split to \$22.65.
- (4) The option vests in 3 equal annual installments beginning on March 1, 2005.
Previously reported number of securities was 8,500. In November 2004, 2,833 of these securities were exercised, with 5,667 remaining.
- (5) On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of securities of 5,667 doubled to 11,334. In August 2005, 5,666 were exercised and the remaining options are being exercised at this time.
- (6) 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 15,000 securities doubled to 30,000 securities.
- (7) The option vests in four equal annual installments beginning February 13, 2007.
- (8) The options were granted under the NCR Management Stock Plan.
- (9) This is a performance based restricted stock award that vests after three years, if performance measures are met.

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.