

NCR CORP
Form 4
February 26, 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 *
NUTI WILLIAM

(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)
02/24/2016

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)
Chairman, CEO and 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 or Disposed of (A) or (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 (D) Price		
Common Stock	02/24/2016		A	(1) 53,465	\$ 23.38	526,830	D
Common Stock	02/25/2016		F	(2) 22,954	\$ 23.19	503,876	D

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 Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 ⁽³⁾	02/24/2016		A	669,792	<u>(3)</u>	<u>(3)</u>	Common Stock	669,792

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NUTI WILLIAM
7 WORLD TRADE CENTER,
250 GREENWICH STREET, 35TH FLOOR
NEW YORK, NY 10007

X

Chairman, CEO and President

Signatures

Laura J. Foltz, Attorney-in-Fact for
William Nuti

02/26/2016

**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).

These are time-based restricted stock units granted February 24, 2016 that will vest ratably with one-third of such units vesting on each of

(1) the first, second and third anniversaries of the grant date (each a "Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Vesting Date and in accordance with the terms and conditions of the applicable award agreement.

(2) These shares were withheld to cover tax withholding obligations when 46,642 restricted stock units vested on February 25, 2016.

These are price-contingent restricted stock units, 50% of which may be earned if the issuer's common stock price closes at or above \$35 per share for any twenty consecutive trading days during the five-year period after the grant date, and the remaining 50% of which may

(3) be earned if such price closes at or above \$40 per share for any twenty consecutive trading days during such five-year period. Vesting of earned units is also conditioned on continued service with the issuer through at least the third anniversary of the grant date (\$35 goal) and fourth anniversary of the grant date (\$40 goal) to the extent required in the applicable award agreements.

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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