

NCR CORP
Form 4
December 07, 2016

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 *
BOYKIN EDWARD P

(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)
12/05/2016

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)

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 | (A) or (D) | Price |
| Common Stock | 12/05/2016 | | S | | 27,664 | D | \$ 38.98 (1) |
| Common Stock | 12/05/2016 | | M | | 3,252 | A | \$ 22.96 |
| Common Stock | 12/05/2016 | | S | | 3,252 | D | \$ 38.98 (2) |
| Common Stock | 12/05/2016 | | M | | 7,152 | A | \$ 25.17 |

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| | | | | | | | | |
|--------------|------------|--|-----|---------------------|---|---------------------------|--------|---|
| Common Stock | 12/05/2016 | | S | 7,152 | D | \$ <u>38.98</u> (3) | 53,053 | D |
| Common Stock | 12/05/2016 | | M | 19,134 | A | \$ 10.09 | 72,187 | D |
| Common Stock | 12/05/2016 | | S | 19,134 | D | \$ <u>38.98</u> (4) | 53,053 | D |
| Common Stock | 12/05/2016 | | M | 13,830 | A | \$ 13.16 | 66,883 | D |
| Common Stock | 12/05/2016 | | S | 13,830 | D | \$ <u>38.98</u> (5) | 53,053 | D |
| Common Stock | 12/05/2016 | | M | 11,363 | A | \$ 19.35 | 64,416 | D |
| Common Stock | 12/05/2016 | | S | 11,363 | D | \$ <u>38.98</u> (6) | 53,053 | D |
| Common Stock | 12/05/2016 | | M | 9,688 | A | \$ 23.32 | 62,741 | D |
| Common Stock | 12/05/2016 | | S | 9,688 | D | \$ <u>38.98</u> (7) | 53,053 | D |
| Common Stock | 12/05/2016 | | G V | <u>1,950</u> (8) | D | \$ 0 | 51,103 | D |

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

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SEC 1474
(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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

| | | | | | | | | |
|--------------------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 22.96 | 12/05/2016 | M | 3,252 | 04/25/2008 | 04/24/2017 | Common Stock | 3,252 |
| Stock Option (Right to Buy) | \$ 25.17 | 12/05/2016 | M | 7,152 | 05/14/2009 | 05/13/2018 | Common Stock | 7,152 |
| Stock Option (Right to Buy) | \$ 10.09 | 12/05/2016 | M | 19,134 | 05/01/2010 | 04/30/2019 | Common Stock | 19,134 |
| Stock Option (Right to Buy) | \$ 13.16 | 12/05/2016 | M | 13,830 | 05/01/2011 | 04/30/2020 | Common Stock | 13,830 |
| Stock Option (Right to Buy) | \$ 19.35 | 12/05/2016 | M | 11,363 | 05/03/2012 | 05/02/2021 | Common Stock | 11,363 |
| Stock Option (Right to Buy) | \$ 23.32 | 12/05/2016 | M | 9,688 | 04/25/2013 | 04/25/2022 | Common Stock | 9,688 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOYKIN EDWARD P 7 WORLD TRADE CENTER 250 GREENWICH STREET, 35TH FLOOR NEW YORK, NY 10007 | X | | | |

Signatures

Laura J. Foltz, Attorney-in-Fact for Edward P.
Boykin

12/07/2016

**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 sale of 27,664 shares in 247 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 set forth in this footnote.

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(2) Represents the sale of 3,252 shares in 35 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.09 per share, resulting in a weighted average sale price of \$38.98 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 set forth in this footnote.

(3) Represents the sale of 7,152 shares in 74 transactions on December 5, 2016 ranging in price from \$38.82 to \$39.13 per share, resulting in a weighted average sale price of \$38.98 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 set forth in this footnote.

(4) Represents the sale of 19,134 shares in 191 transactions on December 5, 2016 ranging in price from \$38.82 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 set forth in this footnote.

(5) Represents the sale of 13,830 shares in 138 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 set forth in this footnote.

(6) Represents the sale of 11,363 shares in 113 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.13 per share, resulting in a weighted average sale price of \$38.98 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 set forth in this footnote.

(7) Represents the sale of 9,688 shares in 100 transactions on December 5, 2016 ranging in price from \$38.83 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 set forth in this footnote.

(8) These are shares of NCR Corporation Common Stock that the reporting person gifted to a nonprofit 501(c)(3) organization.

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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