

NCR CORP  
Form 4  
May 18, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOCIAN PETER J**

(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)

**05/16/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

**SVP & Chief Financial Officer**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	05/16/2005		M		3,332	A	\$ 9.675	23,609 D
Common Stock	05/16/2005		M		14,000	A	\$ 19.885	37,609 D
Common Stock	05/16/2005		M		5,686	A	\$ 20.75	43,295 D
Common Stock	05/16/2005		S		18,018	D	\$ 37.026	25,277 D
Common Stock	05/16/2005		M		832	A	\$ 9.675	1,110 I by wife

Edgar Filing: NCR CORP - Form 4

Common Stock	05/16/2005	M	2,150	A	\$ 20.595	3,260	I	by wife
Common Stock	05/16/2005	S	2,982	D	\$ 37.0725	278	I	by wife

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 displays a currently valid OMB control number.**

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
Employee Stock Option (Right to Buy)	\$ 20.75 (2)	05/16/2005		M	5,686	(3)	01/04/2009	Common Stock	8,840 (4)
Employee Stock Option (Right to Buy)	\$ 19.88 (5)	05/16/2005		M	14,000	(6)	01/22/2012	Common Stock	40,000 (7)
Employee Stock Option (Right to Buy)	\$ 9.67 (8)	05/16/2005		M	3,332	(9)	02/03/2013	Common Stock	10,000 (10)
Employee Stock Option (Right to Buy)	\$ 20.595 (11)	05/16/2005		M	2,150	(12)	01/24/2012	Common Stock	2,150 (13)
Employee Stock Option	\$ 9.675 (14)	05/16/2005		M	832	(15)	02/03/2013	Common Stock	1,668 (16)

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOCIAN PETER J 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479			SVP & Chief Financial Officer	

Nelson F. Greene, Attorney-in-fact for Peter J. Bocian

05/18/2005

\*\*Signature of Reporting Person

Date \_\_\_\_\_

- \* 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).
- (2) Previously reported price was \$41.50. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$41.50 split to \$20.75.
- (3) The option vested in 3 equal annual installments beginning 01/04/2000.
- (4) Previously reported number of securities was 4,420. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 4,420 increased to 8,840, of which 5,686 shares are being exercised.
- (5) Previously reported price was \$39.77. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$39.77 split to \$19.88.
- (6) The option vests in 3 equal annual installments beginning on 01/22/2003.
- (7) Previously reported number of securities was 20,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 20,000 increased to 40,000, of which 26,000 were exercised in February 2005 and 14,000 are being exercised.
- (8) 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.
- (9) The option vests in 3 equal annual installments beginning on 02/03/2004.
- (10) Previously reported number of securities was 5,000. On February 18, 2004, the reporting person exercised 1,666 of these options. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the remaining number of securities of 3,334 increased to 6,668, of which 3,332 are being exercised.
- (11) Previously reported price was \$41.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$41.19 split to \$20.595.
- (12) The option vests in 3 equal annual installments beginning on 01/24/2003. Option is held by the spouse of the reporting person.
- (13) Previously reported number of securities was 1,075. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 1,075 increased to 2,150, all of which are being exercised.
- (14) 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.
- (15) The option vests in 3 equal annual installments beginning on 02/03/2004. Option is held by the spouse of the reporting person.
- (16) Previously reported number of securities was 1,250. On February 18, 2004, the spouse of the reporting person exercised 416 of these options. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the balance of 834 options

## Edgar Filing: NCR CORP - Form 4

increased to 1,668 options, of which 832 options are being exercised.

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.