NCR CORP Form 4 March 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *_ QUINLAN MARK D			2. Issuer Name and Ticker or Trading Symbol NCR CORP [NCR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
10332 BLACK BIRCH DRIVE (Street)			03/09/2005	X Officer (give title Other (specify below)		
				Vice President		
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
DAYTON, OH 45458				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of	` '	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)
Common Stock	03/09/2005		M	6,666	A	\$ 9.675	12,661	D	
Common Stock	03/09/2005		M	3,334	A	\$ 20.595	15,995	D	
Common Stock	03/09/2005		S	8,000	D	\$ 38.3155	7,995	D	

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

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number.

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. Transactic Code (Instr. 8)	5. Number 6. Date Exercisable Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	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)	\$ 20.595 (1)	03/09/2005		M	3,334 (<u>2)</u>	(3)	01/24/2012	Common Stock	12,500 (2)
Employee Stock Option (Right to Buy)	\$ 9.675 (4)	03/09/2005		M	6,666 (<u>5)</u>	(6)	02/03/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
QUINLAN MARK D 10332 BLACK BIRCH DRIVE DAYTON, OH 45458			Vice President				

Signatures

Nelson F. Greene, Attorney-in-fact for Mark D.

Quinlan

03/11/2005

**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 \$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.
- (2) Previously reported number of securities was 12,500. On November 19, 2004, 8,333 of these securities were exercised, with 4,167 remaining. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of

Reporting Owners 2

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securities of 4,167 increased to 8,334, 3,334 of which are being exercised.

- (3) The option vested in 3 equal annual installments beginning 01/24/2003.
- (4) 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.
 - Previously reported number of securities was 10,000. On February 4, 2004, 3,333 of these securities were exercised, with 6,667
- (5) remaining. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the reported number of securities of 6,667 increased to 13,334, 6,666 of which are being exercised.
- (6) The option vests in 3 equal annual installments beginning on 02/03/2004.

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.