

Leav Peter
Form 4
February 03, 2012

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 *
Leav Peter

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)
7 WORLD TRADE CENTER, 250 GREENWICH STREET, 35TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Global Sales, Prof. Svcs / & Consumables

(Street)
NEW YORK, NY 10007

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | Price | |
| Common Stock | 02/01/2012 | | M ⁽¹⁾ | | 43,000 | \$ 12.55 | A 137,175 D |
| Common Stock | 02/01/2012 | | M ⁽¹⁾ | | 10,014 | \$ 12.55 | A 147,189 D |
| Common Stock | 02/01/2012 | | S ⁽¹⁾ | | 43,000 ⁽²⁾ | \$ 18.83 ⁽²⁾ | D 104,189 D |
| Common Stock | 02/01/2012 | | S ⁽¹⁾ | | 10,014 | \$ 19 | D 94,175 D |

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 12.55 | 02/01/2012 | | M | 43,000 | 02/01/2012 ⁽³⁾ 01/31/2019 | Common Stock | 43,000 |
| Employee Stock Option (Right to Buy) | \$ 12.55 | 02/01/2012 | | M | 10,014 | 02/01/2012 ⁽³⁾ 01/31/2019 | Common Stock | 10,014 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Leav Peter
7 WORLD TRADE CENTER
250 GREENWICH STREET, 35TH FLOOR
NEW YORK, NY 10007

EVP, Global Sales, Prof. Svcs & Consumables

Signatures

Mary H. Fragola, Attorney-in-Fact for Peter Leav

02/03/2012

__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) The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2011.

Represents the sale of 43,000 shares in 56 transactions at prices ranging from \$18.61 to \$18.98 per share, resulting in a weighted average sale price of \$18.83 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 ranges set forth in this footnote.
- (2)
- (3) The grant vests in four equal annual installments commencing February 1, 2010. The first three installments vested on February 1, 2010, February 1, 2011 and the date shown above, respectively.

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.