

KOEHLER MICHAEL
Form 4
August 24, 2005

FORM 4

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

OMB APPROVAL

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

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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 *
KOEHLER MICHAEL

(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)
08/22/2005

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)
Senior Vice 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 (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 | 08/22/2005 | | M | | 9,000 A \$ 20.595 | 80,689.8898 | D |
| Common Stock | 08/22/2005 | | M | | 9,000 A \$ 12.7225 | 89,689.8898 | D |
| Common Stock | 08/22/2005 | | M | | 5,666 A \$ 9.675 | 95,355.8898 | D |
| Common Stock | 08/22/2005 | | M | | 11,332 A \$ 13.67 | 106,687.8898 | D |
| Common Stock | 08/22/2005 | | S | | 34,998 D \$ 35.7 | 71,689.8898 | 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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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) | \$ 20.595 <u>(1)</u> | 08/22/2005 | | M | 9,000 <u>(2)</u> | <u>(3)</u> 01/24/2012 | Common Stock 9,000 <u>(2)</u> |
| Employee Stock Option (Right to Buy) | \$ 12.7225 <u>(4)</u> | 08/22/2005 | | M | 9,000 <u>(5)</u> | <u>(6)</u> 07/29/2012 | Common Stock 9,000 <u>(5)</u> |
| Employee Stock Option (Right to Buy) | \$ 9.675 <u>(7)</u> | 08/22/2005 | | M | 5,666 <u>(8)</u> | <u>(9)</u> 02/03/2013 | Common Stock 11,334 <u>(8)</u> |
| Employee Stock Option (Right to Buy) | \$ 13.67 | 08/22/2005 | | M | 11,332 <u>(10)</u> | <u>(11)</u> 08/03/2013 | Common Stock 17,000 <u>(10)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOEHLER MICHAEL 1700 S. PATTERSON BOULEVARD | | | Senior Vice | |

DAYTON, OH 45479

President

Signatures

Nelson F. Greene, Attorney-in-fact for Michael
Koehler

08/24/2005

__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 4,500. 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 4,500 increased to 9,000.
- (3) The option vested in 3 equal annual installments beginning on 01/24/2003.
- (4) Previously reported price was \$25.45. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$25.45 split to \$12.7225.
- (5) Previously reported number of securities was 4,500. 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 4,500 increased to 9,000.
- (6) The option vested in 3 equal annual installments beginning on 07/29/2003.
- (7) 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 8,500. On November 15, 2004, 2,833 of these securities were exercised, leaving 5,667 unexercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the 5,667 unexercised options increased to 11,334, 5,666 of which are being exercised at this time.
- (9) The option vests in 3 equal annual installments beginning on 02/03/2004.
- (10) Previously reported number of securities was 8,500. On January 21, 2005, the common sock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 8,500 increased to 17,000, of which 11,332 are being exercised at this time.
- (11) The option vests in 3 equal annual installments beginning on August 4, 2004.

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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