

GAGLIARDI GERALD
Form 4
August 24, 2005

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 *
GAGLIARDI GERALD

(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)
08/23/2005

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 | (D) | Price |
| Common Stock | 08/23/2005 | | M | | 13,334 | A | \$ 12.7225 |
| Common Stock | 08/23/2005 | | M | | 26,000 | A | \$ 24.0925 |
| Common Stock | 08/23/2005 | | M | | 10,666 | A | \$ 13.67 |
| Common Stock | 08/23/2005 | | S | | 50,000 | D | \$ 35.1574 |

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 12.7225 <u>(1)</u> | 08/23/2005 | | M | 13,334 | <u>(2)</u> 07/29/2012 | Common Stock <u>(3)</u> 13,334 |
| Employee Stock Option (Right to Buy) | \$ 24.0925 <u>(4)</u> | 08/23/2005 | | M | 26,000 | <u>(5)</u> 02/01/2011 | Common Stock <u>(6)</u> 100,000 |
| Employee Stock Option (Right to Buy) | \$ 13.67 <u>(7)</u> | 08/23/2005 | | M | 10,666 | <u>(8)</u> 08/04/2013 | Common Stock <u>(9)</u> 21,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAGLIARDI GERALD 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479 | | | Senior Vice President | |

Signatures

Nelson F. Greene, Gerald
Gagliardi 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 \$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.

(2) The option vests in 3 equal annual installments beginning on 07/29/2003.

Previously reported number of securities was 20,000. On February 12, 2004, 6,666 of this options were exercised and on September 19, 2004, 6,667 of these options were exercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the unexercised number of securities of 6,667 options increased to 13,334 options, all of which are being exercised.

(4) Previously reported price was \$48.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$48.19 split to \$24.0925.

(5) The option vests in 3 equal annual installments beginning on February 1, 2002.

Previously reported number of securities was 100,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported 100,000 securities increased to 200,000, of which 50,000 were exercised in February 2005, 50,000 were exercised in May 2005, and 26,000 are being exercised at this time.

(7) Previously reported price was \$27.34. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$27.34 split to \$13.67.

(8) The option vests in three equal annual installments beginning August 4, 2004.

Previously reported number of securities was 16,000. In September 2004, 5,333 of these options were exercised. 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 10,667 increased to 21,334, 10,666 of which are being exercised at this time.

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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