

NCR CORP

Form 4

October 27, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEYMAN ANDREW S

(Last) (First) (Middle)

**3097 SATELLITE BLVD., 3RD
FLOOR**

(Street)

DULUTH, GA 30096-5810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NCR CORP [NCR]

3. Date of Earliest Transaction
(Month/Day/Year)
10/25/2016

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)

SVP & Pres, Fin Svs Div

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)
Common Stock	10/25/2016		M	(A) or (D) Amount 21,157 (1)	\$ 0	45,553	D
Common Stock	10/25/2016		F	(2) 8,991	\$ 30.25	36,562	D
Common Stock	10/26/2016		S	(3) 12,166	\$ 34.54 (4)	24,396	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8.		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	10/25/2016		M		21,157 <u>(1)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	21,157

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HEYMAN ANDREW S
3097 SATELLITE BLVD., 3RD FLOOR
DULUTH, GA 30096-5810

SVP & Pres, Fin Svs Div

Signatures

Laura J. Foltz, Attorney-in-Fact for Andrew S.
Heyman

10/27/2016

 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) Represents the conversion of restricted stock units that vested on October 25, 2016. The performance related conditions of these restricted stock units were satisfied on February 23, 2015.

(2) These shares were withheld to cover tax withholding obligations when 21,157 restricted stock units vested on October 25, 2016.

(3) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 20, 2016.

(4) Represents the sale of 12,166 shares in 117 transactions on October 26, 2016 ranging in price from \$32.20 to \$35.39 per share, resulting in a weighted average sale price of \$34.54 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 range sent forth in this footnote.

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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