

Fishman Robert P  
 Form 4  
 February 25, 2010

**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 \*  
 Fishman Robert P

(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)  
 02/23/2010

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)  
 Interim CFO

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 or Price		
Common Stock	02/23/2010		A		2,629 <u>(1)</u>	A	\$ 0 22,176.0953 D
Common Stock	02/23/2010		F		1,010 <u>(2)</u>	D	\$ 12.81 21,166.0953 D
Common Stock	02/23/2010		A		1,922 <u>(1)</u>	A	\$ 0 23,088.0953 D
Common Stock	02/23/2010		F		739 <u>(3)</u>	D	\$ 12.81 22,349.0953 D
Common Stock	02/23/2010		A		5,958 <u>(1)</u>	A	\$ 0 28,307.0953 D

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Common Stock      02/23/2010      F      1,978      D      \$ 12.81      26,329.0953      D

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	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 Options	\$ 12.81	02/23/2010		A		18,446		<u>(5)</u>	02/23/2020	Common Stock	18,446

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fishman Robert P 1700 S. PATTERSON BOULEVARD DAYTON, OH 45479			Interim CFO	

## Signatures

Nelson F. Greene, Attorney-in-fact for Robert P. Fishman      02/25/2010

\*\*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 settlement in common stock of performance-based restricted stock units which vested on February 23, 2010 when certain performance-related conditions to vesting were satisfied.
- (2) These shares were withheld to cover tax withholding obligations when 2629 performance-based restricted stock units vested on February 23, 2010.

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- (3) These shares were withheld to cover tax withholding obligations when 1922 performance-based restricted stock units vested on February 23, 2010.
- (4) These shares were withheld to cover tax withholding obligations when 5,958 performance-based restricted stock units vested on February 23, 2010.
- (5) The options vest in four equal annual installments beginning February 23, 2011.
- (6) The options were granted under the NCR Stock Incentive Plan.

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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