

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Potter Beth</u>  (Last) (First) (Middle) 864 SPRING STREET NW  (Street) ATLANTA GA 30308  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP [ NCR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  CAO
	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	02/08/2020		F		559 <sup>(1)</sup>	D	\$33.2	16,183	D	
Common Stock	02/08/2020		M		2,936 <sup>(2)</sup>	A	\$0.00	19,119	D	
Common Stock	02/08/2020		F		948 <sup>(3)</sup>	D	\$33.2	18,171	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.00 <sup>(2)</sup>	02/08/2020		M		5,875		(2)	(2)	Common Stock	5,875	\$0.00	5,875	D	

**Explanation of Responses:**

- These shares were withheld to cover tax withholding obligations when 1,577 previously reported restricted stock units vested on February 8, 2020.
- Performance-based restricted stock units (RSUs) as to which the performance-related conditions to vesting have been satisfied. These RSUs vest ratably, with one-third vesting on each of the first, second and third anniversaries of the February 8, 2019 grant date (each an "RSU Vesting Date"). The first one-third of such RSUs, shown in Table I, vested on February 8, 2020. Vesting of such RSUs, shown in Table II, is subject to the reporting person's continued employment with the issuer on the applicable RSU Vesting Dates in accordance with the RSU award agreement.
- These shares were withheld to cover tax withholding obligations when 2,936 restricted stock units vested on February 8, 2020 as reported herein.

**Remarks:**

Laura J. Foltz, Attorney-in-Fact for Beth Potter      02/11/2020  
 \*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.