FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-028								
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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).

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

1. Name and Address of Reporting Person* BOYKIN EDWARD P					2. Issuer Name <b>and</b> Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
BUYK	IN EDWA	ARD P		-			L					X Direct	or	10% O	wner	
(Last)	(Fi	(First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)							Office below	r (give title )	Other ( below)	specify	
7 WORLD TRADE CENTER				12	12/31/2013											
250 GREENWICH STREET, 35TH FLOOR				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable				
(Street)				_							Lin	,	filed by One I	Reporting Pers		
NEW YO	ORK N	<b>Y</b> :	10007										filed by More	than One Rep		
(City)	(S	tate)	(Zip)									7 6130				
		Tab	le I - Non-De	rivativ	e Sec	curitie	s Ac	cquired, D	isposed (	of, or Be	neficia	lly Owne	d			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da					Execution			Code (Ins			ed (A) or str. 3, 4 and	Benefic Owned	ies For cially (D) Following (I) (	6. Ownership Form: Direct D) or Indirect I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code V	Amount	(A) o	r Price	Reporte Transac (Instr. 3	tion(s)		(Instr. 4)	
	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)	Code	Transaction Code (Instr.		tive ties red sed 3, 4	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)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Phantom Stock Units <sup>(1)</sup>	(2)	12/31/2013		A		1,013		(3)	(3)	Common Stock	1,013	\$34.06	1,013	D		

## **Explanation of Responses:**

- 1. These are stock units acquired under the NCR Director Compensation Program (the "Compensation Program") as part of the reporting person's annual retainer, which is paid quarterly. The reporting person elected to defer receipt of the annual retainer in accordance with the terms of the Compensation Program.
- 2. The phantom stock units are converted into common stock on a one-for-one basis.
- 3. The phantom stock units become payable, in cash or common stock, at the election of the reporting person, following the reporting person's termination of service as a director.

<u>Jennifer M. Daniels, Attorney-in-Fact for Edward P. Boykin</u> 01/02/2014

\*\* Signature of Reporting Person Da

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

- $^{\star}$  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.