

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): August 14, 2002

NCR CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number 001-00395

Maryland

31-0387920

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

1700 S. Patterson Blvd.
Dayton, Ohio 45479

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (937) 445-5000

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events.

On August 13, 2002, Lars Nyberg, Chairman and Chief Executive Officer of NCR Corporation (the "Company"), and Earl Shanks, Senior Vice President and Chief Financial Officer of the Company, signed and filed sworn statements with the U.S. Securities and Exchange Commission (the "SEC") as required under the SEC's Order No. 4-460 pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934. Copies of these sworn statements are included as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 7. Financial Statements and Exhibits

(c) Exhibits

- 99.1 Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.
- 99.2 Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.
- 99.3 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Item 9. Regulation FD Disclosure.

On August 14, 2002, the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2002, was filed with the SEC and accompanied by the Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Messrs. Lars Nyberg and Earl Shanks, Chairman and Chief Executive Officer and Senior Vice President and Chief Financial Officer of the Company, respectively. A copy of this certification is included as Exhibit 99.3 to this Current Report on Form 8-K and is disclosed pursuant to Regulation FD (17 C.F.R. 243.100-243.103).

Exhibit Index

Exhibit Number	Description
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99.1	Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.
99.2	Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings.
99.3	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NCR CORPORATION

Date: August 14, 2002

By: /s/ Earl Shanks

Senior Vice President
and Chief Financial Officer

Exhibit 99.1

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Lars Nyberg, Chairman of the Board and Chief Executive Officer of NCR Corporation, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of NCR Corporation, and, except as corrected or supplemented in a subsequent covered report:

- . no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- . no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with NCR Corporation's Audit and Finance Committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- . Annual Report on Form 10-K for the period ended December 31, 2001 of NCR Corporation;
- . all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of NCR Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- . any amendments to any of the foregoing.

Subscribed and sworn to before me this 13/th/ day of

August 2002.

/s/ Lars Nyberg

Lars Nyberg
August 13, 2002

/s/ Patricia E. Marconi

Notary Public
My Commission Expires:

PATRICIA E. MARCONI, NOTARY PUBLIC
In And For The State Of Ohio
My Commission Expires February 15, 2006

Exhibit 99.2

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Earl Shanks, Senior Vice President and Chief Financial Officer of NCR Corporation, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of NCR Corporation, and, except as corrected or supplemented in a subsequent covered report:

- . no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- . no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with NCR Corporation's Audit and Finance Committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- . Annual Report on Form 10-K for the period ended December 31, 2001 of NCR Corporation;
- . all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of NCR Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- . any amendments to any of the foregoing.

Subscribed and sworn to before me this
13/th/ day of August 2002.

/s/ Earl C. Shanks

Earl Shanks
August 13, 2002

/s/ Patricia E. Marconi

Notary Public
My Commission Expires:

PATRICIA E. MARCONI, NOTARY PUBLIC
In And For The State Of Ohio
My Commission Expires February 15, 2006

Exhibit 99.3

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of NCR Corporation, a Maryland corporation (the "Company"), on Form 10-Q for the period ending June 30, 2002 as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company does hereby certify, pursuant to 18 U.S.C. (S)1350 (section 906 of the Sarbanes-Oxley Act of 2002), that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

The foregoing certification (i) is given to such officers' knowledge, based upon such officers' investigation as such officers reasonably deem appropriate; and (ii) is being furnished solely pursuant to 18 U.S.C. (S)1350 (section 906 of the Sarbanes-Oxley Act of 2002) and is not being filed as part of the Report or as a separate disclosure document.

Dated: August 8, 2002

/s/ Lars Nyberg

Lars Nyberg
Chief Executive Officer

Dated: August 13, 2002

/s/ Earl Shanks

Earl Shanks
Chief Financial Officer