SEC Form 4

FORM 4

Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ATEMENT OF CHA

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
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1. Name and Addres Fishman Rob	s of Reporting Person ert P	*	2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP</u> [NCR]		tionship of Reporting Pers all applicable) Director	10% Owner
(Last) (First) (Middle) 3097 SATELLITE BOULEVARD, 3RD FLOOP		()	3. Date of Earliest Transaction (Month/Day/Year) 10/28/2015	Х	Officer (give title below) SVP, CFO and	Other (specify below) CAO
(Street) DULUTH (City)	GA (State)	30096-5810 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	orting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			iction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	10/28/2015		М		13,306(1)	Α	\$0.00	47,673	D	
Common Stock	10/28/2015		F		6,095 ⁽²⁾	D	\$26.28	41,578	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)		Transaction Derivative Code (Instr. Securities		6. Date Exerc Expiration D (Month/Day/\	ate	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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	\$0.00 ⁽¹⁾	10/28/2015		М			13,306 ⁽¹⁾	(1)	(1)	Common Stock	13,306	\$0.00	0	D	

Explanation of Responses:

1. Represents the conversion of restricted stock units that vested on October 28, 2015. The performance related conditions of these restricted stock units were satisfied on February 24, 2014.

2. These shares were withheld to cover tax withholding obligations when 13,306 restricted stock units vested on October 28, 2015.

Remarks:

Laura J. Foltz, Attorney-in-Fact 10/30/2015

for Robert P. Fishman

** 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.