

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>MARTIRE FRANK R</u>  (Last) (First) (Middle) <u>864 SPRING STREET NW</u>  (Street) <u>ATLANTA GA 30308</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/12/2020</u>	

**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		M		68,715 <sup>(1)(2)</sup>	A	\$0.00	199,638	D	
Common Stock	02/08/2020		F		22,587 <sup>(2)(3)</sup>	D	\$33.2	177,051	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	Amount or Number of Shares				
Restricted Stock Units	\$0.00 <sup>(1)</sup>	02/08/2020		M		137,431 <sup>(1)(2)</sup>		(1)	(1)	Common Stock	137,431	\$0.00	137,431	D	

**Explanation of Responses:**

- 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 the remaining two-thirds 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.
- Due to a technical error the reporting person's February 12, 2020 Form 4 inadvertently included a February 8, 2019 stock option award that had been correctly and timely reported on a prior Form 4 filed on February 12, 2019. There are no changes to the information originally disclosed in this prior Form 4. Due to such technical error the February 12, 2020 Form 4 also omitted the vesting and withholding transactions reflected in this amendment. The 46,128 shares of common stock acquired as a result of the net impact of the transactions reported herein were not reflected in the reporting person's two subsequently filed Form 4s.
- These shares were withheld to cover tax withholding obligations when 68,715 restricted stock units vested on February 8, 2020 as reported herein.

**Remarks:**

Laura J. Foltz, Attorney-in-Fact 03/20/2020  
for Frank R. Martire

\*\* 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.

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