

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>NUTI WILLIAM</u> (Last) (First) (Middle) <u>7 WORLD TRADE CENTER</u> <u>250 GREENWICH STREET, 35TH FLOOR</u> (Street) <u>NEW YORK NY 10007</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>Chairman, CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/25/2013		M ⁽¹⁾		63,551	A	\$12.81	278,073	D	
Common Stock	02/25/2013		S ⁽¹⁾		63,551	D	\$27.31 ⁽²⁾	214,522	D	
Common Stock	02/25/2013		A		46,642 ⁽³⁾	A	\$0	261,164	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				
Employee Stock Option (Right to Buy)	\$12.81	02/25/2013		M			63,551	02/23/2013 ⁽⁴⁾	02/22/2020	Common Stock	63,551	\$0	63,552	D	
Restricted Stock Units	\$0 ⁽⁵⁾	02/25/2013		A		249,446		(5)	(5)	Common Stock	249,446	\$0	249,446	D	

Explanation of Responses:

- The exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2012.
- Represents the sale of 63,551 shares in 119 transactions at prices ranging from \$27.07 to \$27.73 per share, resulting in a weighted average sale price of \$27.31 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security holder of NCR, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- These are time-based restricted stock units that will vest on February 25, 2016, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- The grant representing a right to purchase a total of 254,206 shares, vests in four equal annual installments commencing on February 23, 2011. The first three installments vested on February 23, 2011, February 23, 2012 and the date shown above, respectively.
- These are restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest on March 3, 2014, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.

Mary H. Fragola, as Attorney-in-Fact for William R. Nuti 02/27/2013

** 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.