

Fishman Robert P
 Form 4
 February 25, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Fishman Robert P

2. Issuer Name and Ticker or Trading Symbol
 NCR CORP [NCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1700 S. PATTERSON BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Interim CFO

DAYTON, OH 45479
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D)	Price		
Common Stock	02/23/2010		A	2,629 (1)	\$ 0	D	
Common Stock	02/23/2010		F	1,010 (2)	\$ 12.81	D	
Common Stock	02/23/2010		A	1,922 (1)	\$ 0	D	
Common Stock	02/23/2010		F	739 (3)	\$ 12.81	D	
Common Stock	02/23/2010		A	5,958 (1)	\$ 0	D	

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Common Stock 02/23/2010 F 1,978⁽⁴⁾ D \$ 12.81 26,329.0953 D

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

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 12.81	02/23/2010		A	18,446	<u>(5)</u> 02/23/2020	Common Stock	18,446	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fishman Robert P
1700 S. PATTERSON BOULEVARD
DAYTON, OH 45479

Interim CFO

Signatures

Nelson F. Greene, Attorney-in-fact for Robert P. Fishman

02/25/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents the settlement in common stock of performance-based restricted stock units which vested on February 23, 2010 when certain performance-related conditions to vesting were satisfied.
- (2) These shares were withheld to cover tax withholding obligations when 2629 performance-based restricted stock units vested on February 23, 2010.

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- (3) These shares were withheld to cover tax withholding obligations when 1922 performance-based restricted stock units vested on February 23, 2010.
- (4) These shares were withheld to cover tax withholding obligations when 5,958 performance-based restricted stock units vested on February 23, 2010.
- (5) The options vest in four equal annual installments beginning February 23, 2011.
- (6) The options were granted under the NCR Stock Incentive Plan.

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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