BOCIAN PETER J

Form 4

February 02, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** BOCIAN PETER J			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)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1700 S. PATTERSON			(Month/Day/Year) 02/02/2005	Director 10% Owner X Officer (give title Other (specify		
BOULEVARD			02/02/2003	below) below) SVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DAYTON, OH 45479			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(Stata)	(7in)				

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit for Dispos (Instr. 3, 4	ed of (5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/02/2005		Code V M	Amount 14,000	(D)	Price \$ 19.0938	(Instr. 3 and 4) 32,006	D	
Common Stock	02/02/2005		M	26,000	A	\$ 19.885	58,006	D	
Common Stock	02/02/2005		S	40,000	D	\$ 34.9	18,006 (1)	D	

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

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number.

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. Transactic Code (Instr. 8)	Secu Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	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 Option (Right to Buy)	\$ 19.0938 (2)	02/02/2005		M		14,000 (3)	<u>(4)</u>	01/03/2010	Common Stock	14,000 (3)
Employee Stock Option	\$ 19.885 (5)	02/02/2005		M		26,000 (7)	<u>(6)</u>	01/22/2012	Common Stock	40,000 <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address		Relationships	

Director 10% Owner Officer Other

BOCIAN PETER J

1700 S. PATTERSON BOULEVARD SVP & Chief Financial Officer

DAYTON, OH 45479

Signatures

Nelson F. Greene, Attorney-in-fact for Peter J.
Bocian 02/02/2005

**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) Previously reported direct total was 9,003 shares. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported 9,003 shares increased to 18,006 shares.
- (2) Previously reported price was \$38.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$38.19 split to \$19.0938.
- (3) Previously reported number of securities was 7,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 7,000 increased to 14,000.

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- (4) The option vested in 3 equal annual installments beginning on 01/03/2001.
- (5) Previously reported price was \$39.77. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$39.77 split to \$19.8850.
- (6) The option vests in 3 equal annual installments beginning on 01/22/2003.
- (7) Previously reported number of securities was 20,000. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 20,000 increased to 40,000, of which 26,000 are being exercised.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.