

NCR CORP

Form 4

December 07, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOYKIN EDWARD P

(Last) (First) (Middle)

**7 WORLD TRADE CENTER, 250
GREENWICH STREET, 35TH
FLOOR**

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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	12/05/2016		S		27,664	D	\$ 38.98 (1)
Common Stock	12/05/2016		M		3,252	A	\$ 22.96
Common Stock	12/05/2016		S		3,252	D	\$ 38.98 (2)
Common Stock	12/05/2016		M		7,152	A	\$ 25.17

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Common Stock	12/05/2016	S	7,152	D	\$ <u>38.98</u> (3)	53,053	D
Common Stock	12/05/2016	M	19,134	A	\$ 10.09	72,187	D
Common Stock	12/05/2016	S	19,134	D	\$ <u>38.98</u> (4)	53,053	D
Common Stock	12/05/2016	M	13,830	A	\$ 13.16	66,883	D
Common Stock	12/05/2016	S	13,830	D	\$ <u>38.98</u> (5)	53,053	D
Common Stock	12/05/2016	M	11,363	A	\$ 19.35	64,416	D
Common Stock	12/05/2016	S	11,363	D	\$ <u>38.98</u> (6)	53,053	D
Common Stock	12/05/2016	M	9,688	A	\$ 23.32	62,741	D
Common Stock	12/05/2016	S	9,688	D	\$ <u>38.98</u> (7)	53,053	D
Common Stock	12/05/2016	G	V <u>1,950</u> (8)	D	\$ 0	51,103	D

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

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(9-02)

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

Stock Option (Right to Buy)	\$ 22.96	12/05/2016	M	3,252	04/25/2008	04/24/2017	Common Stock	3,252
Stock Option (Right to Buy)	\$ 25.17	12/05/2016	M	7,152	05/14/2009	05/13/2018	Common Stock	7,152
Stock Option (Right to Buy)	\$ 10.09	12/05/2016	M	19,134	05/01/2010	04/30/2019	Common Stock	19,134
Stock Option (Right to Buy)	\$ 13.16	12/05/2016	M	13,830	05/01/2011	04/30/2020	Common Stock	13,830
Stock Option (Right to Buy)	\$ 19.35	12/05/2016	M	11,363	05/03/2012	05/02/2021	Common Stock	11,363
Stock Option (Right to Buy)	\$ 23.32	12/05/2016	M	9,688	04/25/2013	04/25/2022	Common Stock	9,688

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYKIN EDWARD P 7 WORLD TRADE CENTER 250 GREENWICH STREET, 35TH FLOOR NEW YORK, NY 10007	X			

Signatures

Laura J. Foltz, Attorney-in-Fact for Edward P.
Boykin

12/07/2016

**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 sale of 27,664 shares in 247 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.

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- (2) Represents the sale of 3,252 shares in 35 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.09 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
- (3) Represents the sale of 7,152 shares in 74 transactions on December 5, 2016 ranging in price from \$38.82 to \$39.13 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
- (4) Represents the sale of 19,134 shares in 191 transactions on December 5, 2016 ranging in price from \$38.82 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
- (5) Represents the sale of 13,830 shares in 138 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
- (6) Represents the sale of 11,363 shares in 113 transactions on December 5, 2016 ranging in price from \$38.80 to \$39.13 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
- (7) Represents the sale of 9,688 shares in 100 transactions on December 5, 2016 ranging in price from \$38.83 to \$39.14 per share, resulting in a weighted average sale price of \$38.98 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 range set forth in this footnote.
- (8) These are shares of NCR Corporation Common Stock that the reporting person gifted to a nonprofit 501(c)(3) organization.

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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