SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BOCIAN PETER J	NCR CORP [NCR]	

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2005

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

SVP & Chief Financial Officer

(Street)
DAYTON   OH   45479

| (City) (State) (Zip) |

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

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2005		A		2,700	A	$38.97	20,706	D	
Common Stock	03/01/2005		F		429[(1)]	D	$38.97	20,277	D	
Common Stock	03/01/2005		A		272	A	$38.97	278[(4)]	I	By wife[(4)]

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)	$38.97	03/01/2005		A		12,150		[(2)]	03/01/2015	Common Stock	12,150	$0[(3)]	12,150	D	
Employee Stock Option (Right to Buy)	$38.97	03/01/2005		A		3,351		[(2)]	03/01/2015	Common Stock	3,351	$0[(3)]	3,351	I	By wife

Explanation of Responses:

1. These shares were retained by NCR Corporation to cover tax withholding obligations when 1,332 restricted shares became freely transferrable.

2. The option vests in four equal annual installments beginning March 1, 2006.

3. The options were granted under the NCR Management Stock Plan.

4. Includes 6 shares held indirectly by the reporting person through NCR's 401(k) Plan.

Nelson F. Greene, Attorney-in-fact for Peter J. Bocian	03/03/2005
** Signature of Reporting Person	Date