

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>KOEHLER MICHAEL</u>  (Last) (First) (Middle) <u>1700 S. PATTERSON BOULEVARD</u>  (Street) <u>DAYTON OH 45479</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/22/2005</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	08/22/2005		M		9,000	A	\$20.595	80,689.8898	D	
Common Stock	08/22/2005		M		9,000	A	\$12.7225	89,689.8898	D	
Common Stock	08/22/2005		M		5,666	A	\$9.675	95,355.8898	D	
Common Stock	08/22/2005		M		11,332	A	\$13.67	106,687.8898	D	
Common Stock	08/22/2005		S		34,998	D	\$35.7	71,689.8898	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
Employee Stock Option (Right to Buy)	\$20.595 <sup>(1)</sup>	08/22/2005		M		9,000 <sup>(2)</sup>		<sup>(3)</sup>	01/24/2012	Common Stock	9,000 <sup>(2)</sup>	\$0	0	D	
Employee Stock Option (Right to Buy)	\$12.7225 <sup>(4)</sup>	08/22/2005		M		9,000 <sup>(5)</sup>		<sup>(6)</sup>	07/29/2012	Common Stock	9,000 <sup>(5)</sup>	\$0	0	D	
Employee Stock Option (Right to Buy)	\$9.675 <sup>(7)</sup>	08/22/2005		M		5,666 <sup>(8)</sup>		<sup>(9)</sup>	02/03/2013	Common Stock	11,334 <sup>(8)</sup>	\$0	5,668	D	
Employee Stock Option (Right to Buy)	\$13.67	08/22/2005		M		11,332 <sup>(10)</sup>		<sup>(11)</sup>	08/03/2013	Common Stock	17,000 <sup>(10)</sup>	\$0	5,668	D	

**Explanation of Responses:**

- Previously reported price was \$41.19. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$41.19 split to \$20.595.
- Previously reported number of securities was 4,500. 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 4,500 increased to 9,000.
- The option vested in 3 equal annual installments beginning on 01/24/2003.
- Previously reported price was \$25.45. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$25.45 split to \$12.7225.
- Previously reported number of securities was 4,500. 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 4,500 increased to 9,000.
- The option vested in 3 equal annual installments beginning on 07/29/2003.
- Previously reported price was \$19.35. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the previously reported price of \$19.35 split to \$9.675.
- Previously reported number of securities was 8,500. On November 15, 2004, 2,833 of these securities were exercised, leaving 5,667 unexercised. On January 21, 2005, the common stock of NCR Corporation split 2-for-1, with the result that the 5,667 unexercised options increased to 11,334, 5,666 of which are being exercised at this time.
- The option vests in 3 equal annual installments beginning on 02/03/2004.
- Previously reported number of securities was 8,500. On January 21, 2005, the common sock of NCR Corporation split 2-for-1, with the result that the previously reported number of securities of 8,500 increased to 17,000, of which 11,332 are being exercised at this time.
- The option vests in 3 equal annual installments beginning on August 4, 2004.

Nelson F. Greene, Attorney-in-fact for Michael Koehler 08/24/2005

\*\* 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.

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