

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Gallagher Edward R</u>  (Last) (First) (Middle) 864 SPRING STREET NW  (Street) ATLANTA GA 30308  (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>SVP, GC &amp; Secy</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2018	
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	02/23/2018		F		728 <sup>(1)</sup>	D	\$32.57	19,806	D	
Common Stock	02/24/2018		F		341 <sup>(2)</sup>	D	\$32.57	19,465	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						Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$32.57	02/23/2018		A		28,912		(3)	02/23/2025	Common Stock	28,912	\$0.00	28,912	D	
Restricted Stock Units	\$0.00 <sup>(4)</sup>	02/23/2018		A		3,816		(4)	(4)	Common Stock	3,816	\$0.00	3,816	D	
Restricted Stock Units	\$0.00 <sup>(5)</sup>	02/23/2018		A		11,886		(5)	(5)	Common Stock	11,886	\$0.00	11,886	D	

**Explanation of Responses:**

- These shares were withheld to cover tax withholding obligations when 1,672 previously reported restricted stock units vested on February 23, 2018.
- These shares were withheld to cover tax withholding obligations when 891 previously reported restricted stock units vested on February 24, 2018.
- This is an option granted on February 23, 2018 that will vest ratably with one-quarter vesting on each of the first, second, third and fourth anniversaries of the grant date (each an "Option Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Option Vesting Date in accordance with the terms of the applicable award agreement.
- These are performance-vesting restricted stock units as to which the performance-related conditions to vesting have been satisfied. The units will vest ratably with one-third of such units vesting on each of the first, second and third anniversaries of the February 27, 2017 grant date (each an "RSU Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable RSU Vesting Date in accordance with the terms of the applicable award agreement.
- These are performance-based restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest on August 24, 2019, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.

**Remarks:**

Laura J. Foltz, Attorney-in-Fact 02/27/2018  
for Edward R. Gallagher

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.