

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): May 30, 2002

NCR CORPORATION
(Exact name of registrant as specified in its charter)

Commission File Number 001-00395

Maryland

31-0387920

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

1700 S. Patterson Blvd.
Dayton, Ohio 45479

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (937) 445-5000

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events.

On May 30, 2002, NCR issued a press release announcing its intention to raise \$300 million through a Rule 144A offering of senior unsecured notes due in 2009. The press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

The following exhibit is filed herewith:

99.1 Press Release dated May 30, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NCR CORPORATION

Date: May 30, 2002

By: /s/ Earl Shanks

Senior Vice President
and Chief Financial Officer

1700 South Patterson Boulevard
Dayton, OH 45479

[LOGO]

NCR

Transforming Transactions
into Relationships

NEWS RELEASE

For media information:

For investor information:

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For Release on May 30, 2002

NCR Announces Proposed \$300 Million Debt Issue

DAYTON, Ohio - NCR Corporation (NYSE: NCR) today announced its
intention to raise \$300 million through a Rule 144A offering of senior unsecured
notes due in 2009.

Proceeds from the Rule 144A offering will be used for general corporate
purposes and to repay certain short-term debt.

The notes will be offered to qualified institutional buyers in
accordance with Rule 144A and outside the United States in accordance with
Regulation S under the Securities Act of 1933. The notes have not been
registered under the Securities Act and may not be offered or sold in the United
States without appropriate registration or pursuant to an applicable exemption
from the Securities Act registration requirements.

This news release is for informational purposes only and does not
constitute an offer to sell or a solicitation of offers to buy the notes, and
shall not constitute an offer, solicitation or sale in any jurisdiction in which
such offering would be unlawful.

About NCR Corporation

NCR Corporation (NYSE: NCR) is a leading global technology company
helping businesses build stronger relationships with their customers. NCR's
ATMs, retail systems, Teradata(R) data warehouses and IT services provide
Relationship Technology(TM) solutions that maximize the value of customer
interactions. Based in Dayton, Ohio, NCR (www.ncr.com) employs 30,300 people in
over 100 countries.

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