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NCR CORP

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Form 4	2016									
October 27, 2										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL	
Check this box							OMB Number:	3235-0287		
if no long	Tor						Expires:	January 31, 2005		
subject to Section 1 Form 4 o	6. SIAIE M	IENT OF CH		(BENEF) RITIES	ICIA	LOWI	NERSHIP OF	Estimated a burden hou response	average Irs per	
Form 5 obligations may continue. See Instruction 1(b). 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										
(Print or Type I	Responses)									
1. Name and A HEYMAN	8				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (M	Aiddle) 3. Da	3. Date of Earliest Transaction				(Cheel	k all applicable	·)	
3097 SATE FLOOR	10000000000000000000000000000000000000				Director 10% Owner XOfficer (give title Other (specify below) below) SVP & Pres, Fin Svs Div					
(Street) 4. If Ame Filed(Mor				Date Origina	1		6. Individual or Joint/Group Filing(Check Applicable Line)			
DULUTH, GA 30096-5810				ai)			_X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) 7	able I - Non-	Derivative	Secur	ities Aca	uired, Disposed of	. or Beneficial	lv Owned	
1.Title of	2. Transaction Date		3.			-	5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, any (Month/Day/Ye	if Transacti Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	10/25/2016		М	21,157 (1)	А	\$ 0	45,553	D		
Common Stock	10/25/2016		F	8,991 (2)	D	\$ 30.25	36,562	D		
Common Stock	10/26/2016		S	12,166 (<u>3)</u>	D	\$ 34.54 (4)	24,396	D		

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

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)		8. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	10/25/2016		М	21,157 (1)	<u>(1)</u>	(1)	Common Stock	21,157	

Reporting Owners

Reporting Owner Name / Address	Relationships						
r of the second second	Director	10% Owner	Officer	Other			
HEYMAN ANDREW S 3097 SATELLITE BLVD., 3RD FLOOR DULUTH, GA 30096-5810			SVP & Pres, Fin Svs Div				
Signatures							
Laura J. Foltz, Attorney-in-Fact for Andre Heyman	w S.	10	/27/2016				
**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 conversion of restricted stock units that vested on October 25, 2016. The performance related conditions of these restricted stock units were satisfied on February 23, 2015.
- (2) These shares were withheld to cover tax withholding obligations when 21,157 restricted stock units vested on October 25, 2016.
- (3) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 20, 2016.
 - Represents the sale of 12,166 shares in 117 transactions on October 26, 2016 ranging in price from \$32.20 to \$35.39 per share, resulting in a weighted average sale price of \$34.54 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), any security
- (4) If a weighted average sate price of \$54.54 per shale. The reporting person undertakes to provide Nex Corporation (Nex), 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 sent forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.