

NCR CORP  
Form 8-K  
May 06, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 4, 2011**

**NCR CORPORATION**

**(Exact Name of Registrant Specified in Charter)**

**Commission File Number 001-00395**

**Maryland**  
**(State or Other Jurisdiction)**

**31-0387920**  
**(I.R.S. Employer)**

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of Incorporation)

Identification No.)

**3097 Satellite Boulevard**

**Duluth, Georgia 30096**

(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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240, 14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240, 13e-4(c))

**Item 8.01. Other Events.**

On May 4, 2011, pursuant to the NCR Corporation ( NCR ) Guidelines Concerning Rule 10b5-1 Plans (the Guidelines ), William Nuti, Chairman of the Board, Chief Executive Officer and President of NCR, and a certain irrevocable trust established by Mr. Nuti (the Trust ), entered into certain Rule 10b5-1(c) trading plans (the Plans ) with various brokers to sell certain shares of NCR stock currently owned by Mr. Nuti or the Trust, as well as shares of NCR stock that will be acquired by Mr. Nuti upon the vesting of certain restricted stock units and upon the exercise of certain stock options granted under the NCR Corporation 2006 Stock Incentive Plan, as amended and restated on April 27, 2011.

In accordance with the Guidelines, the first sale under the Plans may not take place until the first business day that is at least 60 days after the date upon which the Plans were adopted (in this case, July 5, 2011 will be the first possible sale date for the Plans described herein). Once executed, transactions under the Plans will be disclosed publicly, as required, through Form 4 and, if applicable, Form 144 filings with the Securities and Exchange Commission. The Plans were adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

Rule 10b5-1 permits individuals who are not in the possession of material, non-public information at the time the plan is adopted to establish pre-arranged plans to buy or sell company stock and/or exercise stock options.

**SIGNATURE**

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 hereunto duly authorized.

NCR Corporation

Dated: May 6, 2011

By: /s/ Jennifer M. Daniels  
Jennifer M. Daniels  
Senior Vice President, General Counsel and Corporate Secretary