

Ciminera J. Robert
Form 4
February 26, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ciminera J. Robert

(Last) (First) (Middle)

864 SPRING STREET NW

(Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NCR CORP [NCR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

EVP Global Customer Services

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	02/23/2019		M	(A) or (D) Amount 9,381 (1)	\$ 0	11,876	D
Common Stock	02/23/2019		F	(A) or (D) Amount 3,273 (2)	\$ 28.96	8,603	D
Common Stock	02/24/2019		M	(A) or (D) Amount 46,886 (3)	\$ 0	55,489	D
Common Stock	02/24/2019		F	(A) or (D) Amount 19,319 (4)	\$ 28.96	36,170	D
Common Stock	02/24/2019		F	(A) or (D) Amount 1,229 (5)	\$ 28.96	34,941	D

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Common Stock	02/25/2019	S ⁽⁶⁾	34,941	D	\$ 28.94 <u>(7)</u>	0	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. De Se (In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	02/23/2019		M		9,381 <u>(1)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	9,381
Restricted Stock Units	\$ 0 <u>(3)</u>	02/24/2019		M		46,886 <u>(3)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	46,886

Reporting Owners

Reporting Owner Name / Address	Relationships
Ciminera J. Robert 864 SPRING STREET NW ATLANTA, GA 30308	Director 10% Owner Officer Other EVP Global Customer Services

Signatures

Laura J. Foltz, Attorney-in-Fact for J. Robert
Ciminera 02/26/2019

 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).

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- (1) Represents the conversion of restricted stock units that vested on February 23, 2019. The performance related conditions of these restricted stock units were satisfied on February 7, 2019.
- (2) These shares were withheld to cover tax withholding obligations when 9,381 previously reported restricted stock units vested on February 23, 2019.
- (3) Represents the conversion of restricted stock units that vested on February 24, 2019. The performance related conditions of these restricted stock units were satisfied on December 9, 2016.
- (4) These shares were withheld to cover tax withholding obligations when 46,886 previously reported restricted stock units vested on February 24, 2019.
- (5) These shares were withheld to cover tax withholding obligations when 2,495 previously reported restricted stock units vested on February 24, 2018.
- (6) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 2, 2018.
Represents the sale of 34,941 shares in three hundred-fifty transactions on February 25, 2019 ranging in price from \$28.67 to \$29.32 per share, resulting in a weighted average sale price of \$28.94 per share. The reporting person undertakes to provide NCR Corporation ("NCR"), 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 set forth in this footnote.
- (7)

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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