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DODGE & COX
Form SC 13G/A
October 08, 2002

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

NCR Corporation

(Name of Issuer)

Common

(Title of Class of Securities)

62886E108

(CUSIP Number)

September 30, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

PAGE 1 OF 4 PAGES

CUSIP NO.62886E108

13G

PAGE 2 OF 4 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dodge & Cox 94-1441976

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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(a)
 (b)

N/A

| | | |
|----|---|--|
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION California - U.S.A. | |
| | NUMBER OF SHARES | 5 SOLE VOTING POWER 10,250,338 |
| | BENEFICIALLY OWNED BY | 6 SHARED VOTING POWER 182,800 |
| | EACH | 7 SOLE DISPOSITIVE POWER 10,971,169 |
| | REPORTING PERSON | 8 SHARED DISPOSITIVE POWER 0 |
| | WITH | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 10,971,169 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | <input type="checkbox"/> |
| | N/A | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 11.2% |
| 12 | TYPE OF REPORTING PERSON* | IA |

PAGE 2 OF 4 PAGES

Item 1

- (a) Name of Issuer
NCR Corporation
- (b) Address of Issuer's Principal Executive Offices
1700 S. Patterson Blvd.
Dayton, OH 45479

Item 2

- (a) Name of Person Filing
Dodge & Cox
- (b) Address of the Principal Office or, if none, Residence
One Sansome St., 35th Floor
San Francisco, CA 94104
- (c) Citizenship
California - U.S.A.
- (d) Title of Class of Securities

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Common

- (e) CUSIP Number
62886E108

Item 3. If this statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (e) An investment advisor in accordance with section 240.13d-1(b) (1) (ii) (E)

Item 4. Ownership.

- (a) Amount beneficially owned
10,971,169

- (b) Percent of class
11.2%

PAGE 3 OF 4 PAGES

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
10,250,338

- (ii) Shared power to vote or to direct the vote
182,800

- (iii) Sole power to dispose or to direct the disposition of
10,971,169

- (iv) Shared power to dispose or to direct the disposition of
0

Item 5. Ownership of Five Percent or Less of a Class.
Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Securities reported on this Schedule 13G are beneficially owned by clients of Dodge & Cox, which clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not

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have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 8, 2002

DODGE & COX

By: /s/ Thomas M. Mistele

Name: Thomas M. Mistele

Title: Vice President

PAGE 4 OF 4 PAGES