

NCR CORP  
Form 3  
December 23, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Langenbahn Paul		(Month/Day/Year)	NCR CORP [NCR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/20/2016		
14770 TRINITY			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			SVP & Pres., Hospitality	
FORT WORTH,Â TXÂ 76155				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	19,829	D	Â
Common Stock	10,693 <sup>(1)</sup>	D	Â
Common Stock	3,624 <sup>(2)</sup>	D	Â
Common Stock	8,197 <sup>(3)</sup>	D	Â
Common Stock	2,618 <sup>(4)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	Â (5)	Â (5)	Common Stock	133,958	\$ 0	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	3,425	\$ 0	D	Â

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Langenbahn Paul 14770 TRINITY FORT WORTH, TX 76155	Â	Â	Â SVP & Pres., Hospitality	Â

**Signatures**

Laura J. Foltz, Attorney-in-fact for Paul Langenbahn 12/23/2016

\*\*Signature of Reporting Person Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These are time-based restricted stock units granted February 24, 2016 that will vest ratably with one-third of such units vesting on each of the first, second and third anniversaries of the grant date (each a "Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Vesting Date and in accordance with the terms and conditions of the applicable award agreement.
- (2) Represents the unvested portion of time-based restricted stock units granted February 23, 2015 that will vest ratably with one-half of such units vesting on each of the second and third anniversaries of the grant date (each a "Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Vesting Date and in accordance with the terms and conditions of the applicable award agreement.
- (3) These are time-based restricted stock units granted May 1, 2014 that will vest on May 1, 2017, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- (4) These are time-based restricted stock units granted February 24, 2014 that will vest on February 24, 2017, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.
- (5) These are price-contingent restricted stock units granted February 24, 2016. 50% of the units were earned on December 6, 2016 when the issuer's common stock price closed at or above \$35 per share for twenty consecutive trading days. The remaining 50% of the units may be earned if the issuer's common stock price closes at or above \$40 per share for any twenty consecutive trading days during the five-year period after the grant date. Vesting of earned units is also conditioned on continued service with the issuer through at least the third anniversary of the grant date (\$35 goal) and fourth anniversary of the grant date (\$40 goal) to the extent required in the applicable award agreements.
- (6) These are restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest on October 24, 2017, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms

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and conditions of the applicable award agreement.

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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