

NCR CORP  
Form DEFA14A  
March 20, 2006

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

**NCR CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Source: Internet proxy voting site (<http://www.proxyvote.com>)  
Dates: March 20, 2006 April 26, 2006  
ProxyVote

**NCR CORPORATION Annual Meeting**

**Meeting Date:** 04/26/2006 for holders as of 02/13/2006

**CUSIP:** 62886E-108 **Your Control Number:** \_\_\_\_\_

**As your vote is very important, we recommend that all voting instructions be received at least one business day prior to the voting cut-off time stated in the information circular. Scroll down for proxy instructions and voting.**

**Proxy Ballot:**

**Directors Recommendations:**

Choose this if you would like to vote your shares following directors recommendations.

See below or refer to the proxy statement for the detailed recommendations. Please read them carefully.

[Vote]

**Director(s):**

Directors recommend a vote **FOR** election of the following nominee(s):

(1) WILLIAM R. NUTI (2) JAMES M. RINGLER

( ) For all nominees ( ) Withhold all nominees ( ) For all EXCEPT those selected below:

WILLIAM R. NUTI

JAMES M. RINGLER

**02. APPROVAL OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006.**  
Directors Recommend : **FOR**

For  Against  Abstain

**03. APPROVAL OF THE NCR MANAGEMENT INCENTIVE PLAN.**

Directors Recommend : **FOR**

For     Against     Abstain

**04. APPROVAL OF THE NCR STOCK INCENTIVE PLAN.**

Directors Recommend : **FOR**

For     Against     Abstain

**05. APPROVAL OF THE NCR EMPLOYEE STOCK PURCHASE PLAN.**

Directors Recommend : **FOR**

For     Against     Abstain

[Vote my shares as per the above selections]

**Proxy Final Submission. Please check all of the information below for accuracy. See instructions below and click on the Final Submission button.**

[Final Submission]

**DIRECTORS:**

**You Voted: [For/Withhold]**

**Proposal(s):**

**02. APPROVAL OF THE APPOINTMENT OF INDEPENDENT AUDITORS FOR 2006.**

**You Voted: [For/Against/Abstain]**

**03. APPROVAL OF THE NCR MANAGEMENT INCENTIVE PLAN.**

**You Voted: [For/Against/Abstain]**

**04. APPROVAL OF THE NCR STOCK INCENTIVE PLAN.**

**You Voted: [For/Against/Abstain]**

**05. APPROVAL OF THE NCR EMPLOYEE STOCK PURCHASE PLAN.**

**You Voted: [For/Against/Abstain]**



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Press 1 if you are calling from a touch tone phone and have your proxy form in front of you.

Let's begin. Please enter the control number, which is labeled as such, or located in the box indicated by the arrow on your vote instruction form, followed by the pound sign.

[enter control number]

Thank you.

If you elect to vote as the Board of Directors recommends, press one. If you elect to vote on directors and proposals individually, press two.

If you wish to vote for all nominees, press one. To withhold all nominees, press two. To withhold specific nominees, press three.

You have voted [for all nominees/to withhold from all nominees/to withhold individually]. If this is correct, press one. If this is not correct, press two.

Proxy voting continues with proposal voting.

We are ready to accept your votes for proposal 02. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 03. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 04. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

We are ready to accept your vote for proposal 05. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

You have voted: Nominees "; Proposal 02 "; Proposal 03 "; Proposal 04 "; Proposal 05 ".

If this is correct, press one. If this is not correct, press two. If you would like your vote repeated to you, press three.

A vote has been recorded for control number [ ]. If this concludes your business, press one. If you would like to vote for another proxy election, press two.

Thank you for calling the telephone proxy voting service. Do not mail in your proxy card. Keep it as a record of your vote. This concludes your transaction.

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Source: Email to NCR U.S. based employees

Date: March 17, 2006

To: All U.S. Employees

From: Jon Hoak, Senior Vice President, General Counsel and Secretary

Subject: Electronic Delivery of Materials for NCR's Annual Meeting of Stockholders

For the past several years, as part of our ongoing efforts to improve efficiency and control costs, NCR has posted its annual report and proxy statement (also known as annual meeting materials) on the investor page of its web site and notified employees by e-mail when and where the materials were posted. If you are a U.S.-based employee with an NCR e-mail account and Internet access and:

Invest in the NCR stock fund of the NCR Savings Plan (the Company's 401(k) Plan);

Invest in Company stock through the Employee Stock Purchase Plan (ESPP);

Invest in Company stock through the Direct Stock Purchase Plan (DSPP) administered By Mellon Investor Services, NCR's transfer agent; or

Own registered shares of NCR stock (i.e., directly in your own name and not through a bank or broker).

NCR will electronically deliver to you the 2005 Annual Report and 2006 Proxy Statement in connection with its annual meeting of stockholders this year and will not mail you paper copies of these materials unless you specifically request them. Instead of paper copies mailed to your address of record, you will receive an e-mail directing you to the company's Investor Relations web site (<http://investor.ncr.com>), where these annual meeting materials can be accessed, viewed and printed at any time at your convenience.

In addition, your proxy card will also be available online. You will have the option of authorizing your proxy to vote at the annual meeting online or through a special telephone voting service. Just like votes cast using paper proxy cards, votes cast over the Internet or telephone are tabulated in a secure manner by an independent third party.

You will receive an e-mail message on or about March 21 describing how to access this year's annual meeting materials and your proxy card. At that time, you will also be given the information required to authorize your proxy to vote on your behalf at the meeting online or by telephone. Please note that you will need your pre-assigned PIN # to access the online voting system. Your pre-assigned PIN # is the last 4 digits of your social security number, unless you elected to change your PIN # at the time you enrolled for electronic delivery.

The use of this electronic delivery program is consistent with the company's objective of improving efficiencies and controlling costs. We appreciate your willingness to use the electronic option to vote and receive future stockholder information. Whatever your choice, we urge you to vote your shares.

Attached is a document containing answers to some of the questions you may have about this process.

**Attachment**

**Questions and Answers Regarding Electronic Delivery of Materials for NCR's Annual Meeting of Stockholders**

***What documents will be delivered electronically?*** - The company will send you the links to the annual report, proxy statement and proxy card.

***What are the costs to me?*** - There is no cost to you since you can access the materials electronically via the Internet or NCR.com through your computer at work.

***May I still get paper copies?*** - Yes, if at any time you want paper copies of these documents, they will be sent to you free of charge upon request as directed in the e-mail you receive on or about March 21, 2006. However, we encourage you to receive these materials electronically to help reduce printing and postage costs associated with the annual report and proxy statement. These materials will be made available on the Investor page of NCR's web site (<http://investor.ncr.com>) and can be accessed, viewed and printed 24-hours-a-day, 7 days-per-week.

***How do I authorize my proxy electronically?*** - At the time you receive the e-mail message describing how to access your annual meeting materials and proxy card, you will also be given the information required to authorize your proxy to vote your shares online or telephonically. Please remember that you will need your pre-assigned PIN # to access this system. Your pre-assigned PIN # is the last 4 digits of your social security number, unless you elected to change your PIN # at the time you enrolled for electronic delivery.

***What if I do not want to receive these documents electronically?*** - If you do not want to receive these documents electronically, then you can opt-out by clicking onto <http://www.icsdelivery.com/ncr>

and removing your company-provided e-mail account from the database. Please note that you will need your pre-assigned PIN # to access this system. Your pre-assigned PIN # is the last 4 digits of your social security number, unless you elected to change your PIN # at the time you enrolled for electronic delivery.

***Does electronic delivery apply to NCR stock that I have in my brokerage account?*** - No, this applies only to shares that you may hold directly in your own name, or through a company-sponsored or administered plan such as the NCR Savings Plan, the Employee Stock Purchase Plan or the Direct Stock Purchase Plan. If you want to take advantage of a similar method of electronic delivery for NCR stock held in a brokerage account, please log on to <http://www.icsdelivery.com/ncr>.

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Source: Electronic delivery email

Date: March 21 or 22, 2006

In connection with the 2006 NCR CORPORATION Annual Meeting of Stockholders, this e-mail describes how to access proxy materials and vote by proxy.

GENERAL INFORMATION

You received this e-mail because our records show that (1) you are an employee of NCR CORPORATION who has regular access to the company's e-mail in the ordinary course of performing your duties and are expected to log-on to e-mail routinely to receive communications, or (2) you have expressly consented to receive NCR CORPORATION communications and vote by proxy via the Internet.

This e-mail notification contains information specific to your holding(s) in the security identified below. We urge you to vote your shares. Please read the instructions carefully before proceeding.

This is a NOTIFICATION of the:

2006 NCR CORPORATION Annual Meeting of Stockholders.

RECORD DATE: February 13, 2006

MEETING DATE: April 26, 2006

CUSIP: 62886E

If you hold multiple accounts, this e-mail represents all shares registered in your name.

CONTROL NUMBER: 012345678901

Internet site:

You can enter your voting instructions and view the shareholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<http://www.proxyvote.com/0012345678901>

Note: If your e-mail software supports it, you can simply click on the above link.

To access ProxyVote.com, you will need your four digit PIN:

if you are an employee of NCR CORPORATION, your PIN is the last four digits of your Social Security number.

If you are a stockholder who consented to receive annual meeting materials electronically, your PIN is the four digit number you selected at the time of your enrollment.

If you have forgotten your PIN number, please follow the instructions on [www.proxyvote.com](http://www.proxyvote.com)

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Internet voting is accepted up to 11:59 p.m. (ET) the day before the meeting.

To view the documents below, you may need Adobe Acrobat Reader. To download the Adobe Reader, click the url address below:  
<http://www.adobe.com/products/acrobat/readstep2.html>

The relevant stockholder materials in connection with the 2006 Annual Meeting can also be found at the following Internet site(s):

### ANNUAL REPORT

<http://investor.ncr.com/annuals.cfm>

### PROXY STATEMENT

<http://investor.ncr.com/downloads/2006proxy.pdf>

To cancel or change your enrollment profile, please go to <http://www.icsdelivery.com/ncr>

There are no charges for this service. There may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which must be borne by the stockholder.

Please do not send any e-mail to ID@ProxyVote.com. Please REPLY to this e-mail with any comments or questions about proxyvote.com. (Include the original text and subject line of this message for identification purposes)

AOL Users, please highlight the entire message before clicking the reply button.

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Source: Proxy material insert for stockholders requesting electronic access to proxy materials

Dear NCR Stockholder:

You have indicated your preference to view NCR Corporation's Proxy Statement and Annual Report over the Internet instead of receiving copies in the mail. You can now access the Proxy Statement for the 2006 Annual Meeting and the 2005 Annual Report over the Internet at the following addresses: <http://investor.ncr.com/downloads/ncr2005ar.pdf> and <http://investor.ncr.com/downloads/2006proxy.pdf>.

The enclosed proxy card has been provided to you to enable you to cast your vote in one of three convenient ways: (1) via the Internet, (2) by telephone, or (3) by returning the enclosed proxy card in the postage-paid envelope. Whichever method you choose, you are encouraged to vote.

In the future, in addition to accessing future Proxy Statements and Annual Reports over the Internet, you may also elect to receive an e-mail directing you to vote instead of receiving your proxy card in the mail. You can choose this option, when you vote via the Internet, by providing your e-mail address when prompted.

Your contribution towards saving NCR printing and postage costs is greatly appreciated.

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Source: Proxy material insert for stockholders having both a registered and a beneficial account

As an investor with multiple positions in NCR Corporation, you will receive in a subsequent mailing, a single copy of the 2005 Annual Report and Notice of 2006 Annual Meeting and Proxy Statement. In our continuing efforts to control costs and provide quality service to our investors, multiple copies of these materials to the same investor are being eliminated whenever possible. As a result, this mailing does not contain a copy of the 2005 Annual Report and Notice of 2006 Annual Meeting and Proxy Statement. Again, this efficiency has been instituted not only to achieve cost savings, but also to respond to requests from many of our stockholders asking that we suppress duplicate copies of materials directed to the same household.