SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addre	ess of Reporting Perso	on*	2. Issuer Name and Ticker or Trading Symbol <u>UNISYS CORP</u> [UIS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner		
·					Officer (give title	Other (specify		
(Last) UNISYS CORI	(First) PORATION	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2004		below)	below)		
UNISYS WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ividual or Joint/Group Filing (Check Applicable			
(Street)				X	Form filed by One Repo	orting Person		
BLUE BELL	PA	19424			Form filed by More than Person	One Reporting		
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		•	,	<u> </u>	,				-	
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Numb	ber	6. Date Exerc	isable and	7. Title an	d Amount	8. Price of	9. Number of	10.	11. Nature
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)		of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ed Instr.		te of Securities		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units/1- for-1 ⁽¹⁾	\$0	03/01/2004		A ⁽²⁾		200.81		(3)	(3)	Common Stock	200.81	\$14.4	21,055.9594	D	

Explanation of Responses:

1. Common stock-equivalent units (1-for-1).

2. Phantom stock units acquired under the terms and provisions of the Deferred Compensation Plan for Directors of Unisys Corporation and the Unisys Corporation Director Stock Unit Plan.

3. The phantom stock units are payable in Unisys common stock, either upon termination of service or on any date at least two years after the stock units are awarded, at the director's option, under the terms and provisions of the Deferred Compensation Plan for Directors of Unisys Corporation and the Unisys Corporation Director Stock Unit Plan.

<u>By: Susan T. Keene, attorney-</u>	03/03/2004
<u>in-fact For: Edwin A. Huston</u>	00/00/2001
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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