SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

[_X_] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1993

OR

[___] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___________ to ___________.

Commission file number: 1-8729

UNISYS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	38-0387840
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Township Line and Union Meeting Roads Blue Bell, Pennsylvania	19424
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:
(215) 986-4011

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $.01	New York Stock Exchange
Series A Cumulative Convertible Preferred Stock, par value $1, $3.75 annual fixed dividend	New York Stock Exchange
Preferred Share Purchase Rights	New York Stock Exchange
10.30% Credit Sensitive Notes Due July 1, 1997	New York Stock Exchange
8 1/4% Convertible Subordinated Notes Due 2000	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [_X_] NO [___]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Aggregate market value of the voting stock held by non-affiliates: approximately $2,427,370,949 as of March 1, 1994. The amount shown is based on the closing price of Unisys Common Stock as reported on the New York Stock Exchange composite tape on that date. Voting stock beneficially held by officers and directors is not included in the computation. However, Unisys Corporation has not determined that such individuals are "affiliates" within the meaning of Rule 405 under the Securities Act of 1933.

Number of shares of Unisys Common Stock, par value $.01, outstanding as of March 1, 1994: 170,533,532.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Unisys Corporation 1993 Annual Report to Stockholders -- Part I, Part II and Part IV.

Portions of the Unisys Corporation Proxy Statement for 1994 Annual Meeting of Stockholders -- Part III.

PART I

ITEM 1. BUSINESS

Unisys Corporation ("Unisys") provides information services, technology and software on a worldwide basis.

Unisys operates primarily in one business segment: information management systems and related services and supplies. This segment represents more than 90% of consolidated revenue, operating profit and identifiable assets. Financial information concerning revenue, operating profit and identifiable assets relevant to the segment is set forth in Note 13, "Business segment information", of the Notes to Consolidated Financial Statements appearing in the Unisys 1993 Annual Report to Stockholders, and such information is incorporated herein by reference.

Principal executive offices of Unisys are located at Township Line and Union Meeting Roads, Blue Bell, Pennsylvania 19424.

Principal Products and Services

Principal information management systems products and services include enterprise systems and servers, departmental servers and desktop systems, software, custom defense systems, information services and systems integration and equipment maintenance.

Enterprise systems and servers comprise a complete line of small to large processors and related communications and peripheral products, such as printers, storage devices and document handling processors and equipment. Departmental servers and desktop systems include UNIX servers, workstations, personal computers and terminals. Software consists of application and systems software. Custom defense systems include specialized information processing systems, software and services marketed primarily to government defense agencies. Information services and systems integration includes systems integration, outsourcing services, application development, information planning and education. Equipment maintenance results from charges for preventive maintenance, spare parts and other repair activities.

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UNIX is a registered trademark licensed exclusively by X/Open Company, Ltd.

Information about revenue from classes of similar products and services for the three years ended December 31, 1993, appears under the heading "Revenue by similar classes of products and services" in the Unisys 1993 Annual Report to Stockholders, and such information is incorporated herein by reference.

Unisys markets its products and services throughout most of the world, primarily through a direct sales force. In certain foreign countries, Unisys products and services are marketed primarily through distributors. Unisys manufactures a significant portion of its product lines. Some products, including certain personal and UNIX open system-based computers, peripheral products, electronic components and subassemblies and software products, are manufactured for Unisys to its design or specifications by other business equipment manufacturers, component manufacturers or software suppliers.

Raw Materials

Raw materials essential to the conduct of the business are generally readily available at competitive prices in reasonable proximity to those plants utilizing such materials.

Patents, Trademarks and Licenses

Unisys owns many domestic and foreign patents relating to the design and manufacture of its products, has granted licenses under certain of its patents to others and is licensed under the patents of others. Unisys does not believe that its business is materially dependent upon any single patent or license or related group thereof. Trademarks used on or in connection with Unisys products are considered to be valuable assets of Unisys.

Backlog

Unisys does not accumulate backlog information on a company-wide basis. Unisys believes that backlog is not a meaningful indicator of future revenues due to the significant portion of Unisys revenue received from software, information services and systems integration, and equipment maintenance (approximately 49% in 1993) and the shortening of the time period from receipt of a purchase order to billing upon shipment of equipment. Unisys "lead time" for commercial equipment (the time that customers are told that it will take from receipt of an order to shipment) is between 13 and 150 days depending upon the type of system and location of customer. However, the average is between 35 and 45 days. Therefore, Unisys believes that the dollar amount of backlog is not material to an understanding of its business taken as a whole.

U.S. Government Business

Revenue and earnings connected with defense and other U.S. governmental business are particularly subject to the size and phasing of federal government programs in which Unisys may participate. During 1993, revenue from sales of custom systems and services under Federal defense and space contracts and subcontracts represented approximately 17% of total consolidated revenue. Sales of commercial products to the U.S. government represented an additional 13% of total consolidated revenue.

Competition

Unisys business is affected by rapid change in technology in the information systems and services field and aggressive competition from many domestic and foreign companies, including computer hardware manufacturers, software providers and information services companies. Unisys competes primarily on the basis of product performance, service, technological innovation and price. Unisys believes that its continued investment in engineering and research and development, coupled with its marketing capabilities, will have a favorable impact on its competitive position.

Research and Development

Unisys engineering and research and development costs were $934.7 million in 1993, $980.7 million in 1992 and $1,147.4 million in 1991. Excluding capitalized software and hardware support, Unisys-sponsored research and development costs were $515.2 million in 1993, $535.9 million in 1992 and $638.9 million in 1991. Customer-sponsored research and development costs were $231.2 million in 1993, $243.3 million in 1992, and $286.9 million in 1991.

Environmental Matters

Capital expenditures, earnings and the competitive position of Unisys have not been materially affected by compliance with federal, state and local laws regulating the protection of the environment. Capital expenditures for environmental control facilities are not expected to be material in 1994 and 1995.

Employees

As of December 31, 1993, Unisys had approximately 49,000 employees.

International and Domestic Operations

Financial information by geographic area is set forth in Note 13, "Business segment information", of the Notes to Consolidated Financial Statements appearing in the Unisys 1993 Annual Report to Stockholders, and such information is incorporated herein by reference.

ITEM 2. PROPERTIES

In the United States, Unisys had 65 major facilities, each having approximately 50,000 square feet of floor space or more, as of December 31, 1993. The aggregate floor space of these major facilities was approximately 13,707,028 square feet, of which an aggregate of approximately 12,176,973 square feet was located in the following states: California, Illinois, Michigan, Minnesota, New Jersey, New York, Pennsylvania, Utah and Virginia. Seventeen of the major facilities in the United States, with an aggregate of approximately 5,488,753 square feet of floor space, were owned by Unisys while 48 of the major facilities in the United States, with approximately 8,218,275 square feet of floor space, were leased to Unisys. Of the aggregate floor space of major facilities in the United States, approximately 12,743,653 square feet were in current operation, approximately 652,688 square feet were subleased to others and approximately 310,687 square feet were being held in reserve or were declared surplus with disposition efforts in progress.

Outside of the United States, Unisys had 50 major facilities, each having approximately 50,000 square feet of floor space or more, as of December 31, 1993. The aggregate floor space of these major facilities was approximately 5,215,364 square feet, of which an aggregate of approximately 4,006,042 square feet was located in the following countries:

Australia, Brazil, Canada, France, Germany, Italy, Mexico, the Netherlands, Sweden, Switzerland and the United Kingdom. Eleven of the major facilities outside of the United States, with approximately 1,650,474 square feet of floor space, were owned by Unisys while 39 of the major facilities outside the United States, with approximately 3,564,890 square feet of floor space, were leased to Unisys. Of the aggregate floor space of major facilities outside the United States, approximately 4,413,091 square feet were in current operation, approximately 447,393 square feet were subleased to others and approximately 354,880 square feet were being held in reserve or were declared surplus with disposition efforts in progress.

Unisys major facilities include offices, laboratories, manufacturing plants, warehouses and distribution and sales centers. Unisys believes that its facilities are suitable and adequate for current and presently projected needs. Unisys continuously reviews its anticipated requirements for facilities, and, on the basis thereof, will from time to time acquire additional facilities, expand existing facilities and dispose of existing facilities or parts thereof.

ITEM 3. LEGAL PROCEEDINGS

As of March 1, 1994, Unisys has no material pending legal proceedings reportable under the requirements of this Item 3.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders of Unisys during the fourth quarter of 1993.

ITEM 10. EXECUTIVE OFFICERS OF THE REGISTRANT

Information concerning the executive officers of Unisys set forth below is as of March 1, 1994.

Name	Age	Position with Unisys
James A. Unruh	52	Chairman of the Board and Chief Executive Officer
Hugh J. Lynch	59	Executive Vice President; President, Computer Systems Group
Albert F. Zettlemoyer	59	Executive Vice President; President, Government Systems Group
Harold S. Barron	57	Senior Vice President and General Counsel
Edward A. Blechschmidt	41	Senior Vice President; President, Pacific Asia Americas Division
Victor E. Millar	58	Senior Vice President; President, Worldwide Information Services

William B. Patton, Jr.	58	Senior Vice President; President, United States Division

George T. Robson	46	Senior Vice President and Chief Financial Officer
Jack A. Blaine	49	Vice President; General Manager, Latin American and Caribbean Group, Pacific Asia Americas Division
Frank G. Brandenberg	47	Vice President; Deputy President, Computer Systems Group
George R. Gazerwitz	53	Vice President, Marketing, United States Division
John J. Holton	61	Vice President, Strategic Account Marketing, United States Division
Deborah C. Hopkins	39	Vice President and Controller
Clive W. Ingham	48	Vice President; Group General Manager, European Group, Europe/Africa Division
Jack F. McHale	45	Vice President, Investor and Corporate Communications
Thomas E. McKinnon	49	Vice President, Human Resources
James L. Murtaugh	55	Vice President, Engineering, Computer Systems Group
Dewaine L. Osman	59	Vice President, Corporate Planning and Business Development

John W. Perry	55	Vice President; President, Financial Line of Business, Information Services and Systems Group
Stefan C. Riesenfeld	45	Vice President and Treasurer
William G. Rowan	51	Vice President, Chief Information Officer
Bobette Jones	65	Secretary

There are no family relationships among any of the above-named executive officers. The By-Laws provide that the officers of Unisys shall be elected annually by the Board of Directors and that each officer shall hold office for a term of one year and until a successor is elected and qualified, or until the officer's earlier resignation or removal.

Mr. Unruh has been the Chairman of the Board and Chief Executive Officer since 1990. He was President and Chief Operating Officer from 1989 to 1990 and Executive Vice President from 1986 to 1989. He has also held the position of Senior Vice President and Chief Financial Officer. Mr. Unruh has been a member of the Board of Directors since 1986 and has been an officer since 1982.

Mr. Lynch has been an Executive Vice President of Unisys and President of the Computer Systems Group since 1991. He was Senior Vice President of the Computer Systems Product Group from 1990 to 1991. Prior to 1990, he held various sales, marketing and engineering positions at NCR Corporation, including Vice President and General Manager, General Purpose Systems Division. Mr. Lynch has been an officer since 1991.

Mr. Zettlemoyer was elected an Executive Vice President of Unisys and named President of Unisys Government Systems Group in August 1993. He was a Senior Vice President of Unisys and President of Paramax Systems Corporation, a subsidiary of Unisys, from December 1992 to August 1993. He was Vice President, Corporate Planning, from July to December 1992; President, Electronic and Information Systems Group, of Paramax Systems Corporation from 1991 to 1992; President, Electronic and Information Systems Group, Defense Systems Division from 1989 to

1991; and Vice President and General Manager, Computer Systems Division, Defense Systems Division from 1986 to 1989. Mr. Zettlemoyer has been an officer since 1987.

Mr. Barron has been Senior Vice President and General Counsel of Unisys since 1992. He was Vice President and General Counsel from 1991 to 1992 and a member of the law firm Seyfarth, Shaw, Fairweather and Geraldson from 1986 to 1991. Mr. Barron has been an officer since 1991.

Mr. Blechschmidt was elected Senior Vice President of Unisys in February 1994 and has been President of the Pacific Asia Americas Division since 1990. He was Vice President from 1990 to February 1994; Vice President, Japan Operations; and President of the Unisys Japan Limited subsidiary from 1987 to 1990. Mr. Blechschmidt has been an officer since 1990.

Mr. Millar has been a Senior Vice President of Unisys and President of the Worldwide Information Services Group since 1992. He was Chairman of PSF Management International, a professional services consulting organization, from 1990 to 1992 and Chairman and Chief Executive Officer of Saatchi & Saatchi Consulting Ltd. from 1986 to 1990. Mr. Millar has been an officer since 1992.

Mr. Patton has been a Senior Vice President of Unisys and President of the United States Division since 1991. He was Chairman and Chief Executive Officer of Parallan Computer, Inc. from 1990 to 1991; a private investor from 1989 to 1990; and President and Chief Executive Officer of MAI Basic Four from 1984 to 1989. Mr. Patton has been an officer since 1991.

Mr. Robson has been Senior Vice President and Chief Financial Officer since 1991. He was Vice President and Chief Financial Officer from 1990 to 1991 and Vice President and Corporate Controller from 1987 to 1990. Mr. Robson has been an officer since 1987.

Mr. Blaine has been Vice President and General Manager, Latin American and Caribbean Group, of the Pacific Asia Americas Division since 1990. He was Vice President, Human Resources, of Unisys from 1988 to 1990. Mr. Blaine has been an officer since 1988.

Mr. Brandenberg has been a Vice President of Unisys and the Deputy President of the Computer Systems Group since 1992. He was Vice President and General Manager of the Computer Systems Group from 1990 to 1992; Vice President and General Manager of the Diversified Products Group from 1989 to 1990 and Vice

President and General Manager of the Financial Products Group from 1985 to 1989. Mr. Brandenberg has been an officer since 1990.

Mr. Gazerwitz has been Vice President, Marketing, of the United States Division since December 1992. He was Vice President and Group Vice President, Eastern Region, United States Information Systems from 1990 to 1992; and Vice President and President, Customer Services and Support, United States Information Systems from 1988 to 1990. Mr. Gazerwitz has been an officer since 1984.

Mr. Holton has been Vice President, Strategic Account Marketing, since 1990. He was Vice President, Corporate Marketing, from 1989 to 1990. Mr. Holton has been an officer since 1985.

Ms. Hopkins has been Vice President and Controller since January 1993. She was Vice President, Corporate Business Analysis from 1991 to 1993; and Director, Image Business Development, Program Management, of the Computer Systems Product Group from 1989 to 1991. Ms. Hopkins has been an officer since January 1993.

Mr. Ingham has been Vice President and Group General Manager, European Group, Europe/Africa Division since November 1993. He was Vice President, Corporate Marketing, from 1991 until November 1993; and Vice President and General Manager, Asia Group, of the Pacific Asia Americas Division from 1989 to 1991. Mr. Ingham has been an officer since 1992.

Mr. McHale has been Vice President, Investor and Corporate Communications, since 1989. He was Vice President, Public and Investor Relations, from 1986 to 1989. Mr. McHale has been an officer since 1986.

Mr. McKinnon has been Vice President, Human Resources, since 1990. He was Vice President of the Pacific Asia Americas Division from 1989 to 1990; and Staff Vice President, Corporate Human Resources, from 1987 to 1989. Mr. McKinnon has been an officer since 1991.

Mr. Murtaugh has been Vice President, Engineering, of the Computer Systems Group since 1991. He was Vice President and General Manager, Information Networking Group, Computer Systems Product Group from 1990 to 1991; and Vice President, General Systems Group, Corporate Systems Group from 1988 to 1990. Mr. Murtaugh has been an officer since 1989.

Mr. Osman has been Vice President, Corporate Planning and Business Development, since 1992 and acting Vice President, Commercial Marketing since November 1993. Prior to October 1992, he had been President of Ascom Timeplex, Inc. (formerly Timeplex, Inc., the communications networking subsidiary of Unisys) since its divestiture by Unisys in 1991. From 1986 to 1991, Mr. Osman was an officer of Unisys, serving as President of the Communications and Networks Group and as President of Timeplex, Inc. from 1989 to 1991; Executive Vice President of the United States Information Systems Division from January to June 1989 and President of the Communications and Airlines Division from 1986 to 1989. He was reelected an officer in 1992.

Mr. Perry has been a Vice President of Unisys since 1990 and President, Financial Line of Business, Information Services and Systems Group since August 1993. He was Vice President and General Manager of Unisys Limited, the United Kingdom subsidiary of Unisys, from 1986 to August 1993. Mr. Perry has been an officer since 1990.

Mr. Riesenfeld has been Vice President and Treasurer since 1989. He was Vice President, Corporate Development, from 1986 to 1989. Mr. Riesenfeld has been an officer since 1988.

Mr. Rowan has been Vice President, Chief Information Officer since 1992. He was Vice President and Controller from 1991 to 1992; Vice President, Business Operations, from February to April 1991; and Vice President, Finance, of the Pacific Asia Americas Division from 1986 to 1991. Mr. Rowan has been an officer since 1991.

Ms. Jones has been Secretary since 1990. She was Acting Corporate Secretary and Staff Vice President, Administrative Information, from June to October 1990; and Assistant Secretary, Associate General Counsel and Staff Vice President, Administrative Information, from 1987 to 1990. Ms. Jones has been an officer since 1990.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS

Information as to the markets for Unisys Common Stock, the high and low sales prices for Unisys Common Stock, the approximate number of record holders of Unisys Common Stock, the

payment of dividends, and restrictions on such payment is set forth under the headings "Quarterly financial information", "Selected financial data", "Common Stock Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Notes 10 and 15 of the Notes to Consolidated Financial Statements in the Unisys 1993 Annual Report to Stockholders and is incorporated herein by reference. The approximate number of holders is based upon record holders as of December 31, 1993.

ITEM 6. SELECTED FINANCIAL DATA

A summary of selected financial data for Unisys for each of the last five years is set forth under the heading "Selected financial data" in the Unisys 1993 Annual Report to Stockholders and is incorporated herein by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis of financial condition, changes in financial condition and results of operations is set forth under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Unisys 1993 Annual Report to Stockholders and is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements of Unisys, consisting of the consolidated balance sheet at December 31, 1993 and 1992 and the related consolidated statements of income and cash flows for each of the three years in the period ended December 31, 1993, appearing in the Unisys 1993 Annual Report to Stockholders, together with the report of Ernst & Young, independent auditors, on the financial statements at December 31, 1993 and 1992 and for each of the three years ended December 31, 1993, 1992, and 1991, appearing in the Unisys 1993 Annual Report to Stockholders, are incorporated herein by reference. Supplementary financial data, consisting of information appearing under the heading "Quarterly financial information" in the Unisys 1993 Annual Report to Stockholders, is incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

(a) Identification of Directors. Information concerning the directors of Unisys Corporation is set forth under the headings "Nominees for Election to the Board of Directors", "Members of the Board of Directors Continuing in Office -- Term Expiring in 1995" and "Members of the Board of Directors Continuing in Office -- Term Expiring in 1996" in the Unisys Proxy Statement for the 1994 Annual Meeting of Stockholders and is incorporated herein by reference.

(b) Identification of Executive Officers. Information concerning executive officers of Unisys Corporation is set forth under the caption "EXECUTIVE OFFICERS OF THE REGISTRANT" in Part I, Item 10, of this report.

ITEM 11. EXECUTIVE COMPENSATION

Information concerning executive compensation is set forth under the heading "EXECUTIVE COMPENSATION" in the Unisys Proxy Statement for the 1994 Annual Meeting of Stockholders and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

(a) Security Ownership of Certain Beneficial Owners. The TCW Group, Inc. (865 South Figueroa Street, Los Angeles, California 90017) has filed a Schedule 13G with the Securities and Exchange Commission dated February 6, 1994 reporting beneficial ownership of 12,692,350 shares of Unisys Common Stock. Such shares represented approximately 7.4% of the total outstanding shares of Unisys Common Stock as of March 1, 1994. The TCW Group, Inc. has reported sole voting power and sole dispositive power with respect to all such shares. To Unisys knowledge, as of March 1, 1994, no other person was the beneficial owner of more than 5% of the total outstanding shares of Unisys Common Stock.

(b) Security Ownership of Management. Certain information furnished by members of management with respect to shares of Unisys equity securities beneficially owned as of March 1, 1994 by all directors individually, by certain named officers and by all directors and officers of Unisys as a group is set forth under the heading "SECURITY OWNERSHIP BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" in the Unisys Proxy Statement for the 1994 Annual Meeting of Stockholders and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information concerning certain relationships and transactions between Unisys and members of its management is set forth under the headings "EXECUTIVE COMPENSATION" and "REPORT OF THE COMPENSATION AND ORGANIZATION COMMITTEE -- Compensation Committee Interlocks and Insider Participation" in the Unisys Proxy Statement for the 1994 Annual Meeting of Stockholders and is incorporated herein by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

1. Financial Statements from the Unisys 1993 Annual Report to Stockholders which are incorporated herein by reference:

2. Financial Statement Schedules filed as part of this report pursuant to Item 8 of this report:

The financial statement schedules should be read in conjunction with the consolidated financial statements and notes thereto in the Unisys 1993 Annual Report to Stockholders. Financial statement schedules not included with this report have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

Separate financial statements of subsidiaries not consolidated with Unisys and entities in which Unisys has a fifty percent or less ownership interest have been omitted since these operations do not meet any of the conditions set forth in Rule 3-09 of Regulation S-X.

3. Exhibits. Those exhibits required to be filed by Item 601 of Regulation S-K are listed in the Exhibit Index included in this report at pages 24 through 27. Management contracts and compensatory plans and arrangements are listed as Exhibits 10.1 through 10.24.

(b) Reports on Form 8-K.

During the quarter ended December 31, 1993, no Current Reports on Form 8-K were filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNISYS CORPORATION

By: /s/ James A. Unruh

James A. Unruh
Chairman of the Board
and Chief Executive Officer

Date: March 28, 1994

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 28, 1994.

/s/ James A. Unruh James A. Unruh Chairman of the Board and Chief Executive Officer (principal executive officer) and Director	*Gail D. Fosler Gail D. Fosler Director
/s/ George T. Robson George T. Robson Senior Vice President and Chief Financial Officer (principal financial officer)	*Melvin R. Goodes Melvin R. Goodes Director
/s/ Deborah C. Hopkins Deborah C. Hopkins Vice President and Controller (principal accounting officer)	*Edwin A. Huston Edwin A. Huston Director
*J. P. Bolduc J. P. Bolduc Director	*Kenneth A. Macke Kenneth A. Macke Director

*James J. Duderstadt James J. Duderstadt Director	*Robert McClements, Jr. Robert McClements, Jr. Director
*William G. Milliken William G. Milliken Director	*Donald V. Seibert Donald V. Seibert Director
*Alan E. Schwartz Alan E. Schwartz Director	

*By:/s/ George T. Robson

George T. Robson
Attorney-in-Fact

SCHEDULE II

UNISYS CORPORATION
SCHEDULE II - AMOUNTS RECEIVABLE FROM RELATED PARTIES AND
UNDERWRITERS, PROMOTERS, AND EMPLOYEES OTHER THAN RELATED PARTIES

Name of Debtor	Balance at 1/1/93	Principal and Interest Additions	Deductions Amounts Collected	Deductions Amounts Forgiven	Balance 12/31/93 Current	Balance 12/31/93 Not Current
R. Braun <F1>	$248,000		$ 35,000			$213,000
G. R. Gazerwitz <F2>	260,000					260,000
J. F. McHale <F2>	127,500					127,500
J. A. Unruh <F2>	620,000		125,000			495,000

<FN>
Notes:

<F1> In August 1993, Mr. Braun's employment was terminated. In accordance with his employment agreement the repayment period on his interest-free home mortgage loan has been extended until the first to occur of the following: (i) the fifth anniversary of date of termination; (ii) the date on which the home is sold; or (iii) the date on which the home is leased.

<F2> The above loans are to be paid upon the earliest of 20 years from the beginning of loan periods, 15 days after sale of residence acquired with proceeds of the loans or six months after termination of employement. Loans are without interest. Loans are secured by mortgage on said residence.

SCHEDULE II

UNISYS CORPORATION
SCHEDULE II - AMOUNTS RECEIVABLE FROM RELATED PARTIES AND
UNDERWRITERS, PROMOTERS, AND EMPLOYEES OTHER THAN RELATED PARTIES

Name of Debtor	Balance at 1/1/92	Principal and Interest Additions	Deductions Amounts Collected	Deductions Amounts Forgiven	12/31/92 Current	12/31/92 Not Current
M. A. Belsky	$253,750		$253,750			-0-
R. Braun	248,000					$248,000
G. R. Gazerwitz	260,000					260,000
C. W. Ingham	125,000		125,000			-0-
K. Latimer	140,000					<F1>
J. F. McHale	127,500					127,500
J. Petersen	370,000		340,356	$29,644		-0-
I. Roth	500,000					<F2>
J. A. Unruh	620,000					620,000

<FN>
<F1> The individual is no longer employed by the Company. During 1993, $100,000 of the principal balance was paid to the Company and $40,000 was forgiven.

<F2> Loan is to be paid upon earliest of 20 years from beginning of loan period, 15 days after sale of residence to be acquired with proceeds of the loan, six months after

termination of employment, or 120 days after the residence ceases to be the principal personal residence. Loan is without interest, but is a "shared appreciation" agreement, with the Company's share of appreciation limited to the equivalent of 12% interest per annum. The Company also agrees to assume the risk of depreciation in the market value of the real estate. The individual is no longer employed by the Company and the loan has not been paid in accordance with its terms. The Company is currently in negotiation with the individual concerning repayment of said loan.

SCHEDULE II

UNISYS CORPORATION
SCHEDULE II - AMOUNTS RECEIVABLE FROM RELATED PARTIES AND
UNDERWRITERS, PROMOTERS, AND EMPLOYEES OTHER THAN RELATED PARTIES

Name of Debtor	Balance at 1/1/91	Principal and Interest Additions	Deductions Amounts Collected	Deductions Amounts Forgiven	12/31/91 Current	12/31/91 Not Current
H. B. Amell	$135,000		$135,000			-0-
M. A. Belsky	253,750				$ 253,750	
R. Braun	248,000					$248,000
H. L. Caswell	230,000		230,000			-0-
G. R. Gazerwitz	260,000					260,000
C. A. Hessler	160,800		160,800			-0-
C. W. Ingham	-0-	$125,000			125,000	
K. Latimer	140,000					140,000
J. P. Lerman	150,000		150,000			-0-
J. F. McHale	127,500					127,500
L. McMannon	310,000		310,000			-0-
J. Petersen	370,000					370,000
I. Roth	500,000					500,000
J. A. Unruh	620,000					620,000
R. B. Williams	224,500		224,500			-0-

SCHEDULE VIII

UNISYS CORPORATION
SCHEDULE VIII - VALUATION AND QUALIFYING ACCOUNTS
(Millions)

Description	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Deductions <F1>	Balance at End of Period
Allowance for Doubtful Accounts (deducted from accounts and notes receivable):				
Year Ended December 31, 1991	$152.8	$34.1	$(63.4)	$123.5
Year Ended December 31, 1992	$123.5	$32.5	$(32.2)	$123.8
Year Ended December 31, 1993	$123.8	$ 9.6	$(36.1)	$ 97.3

<FN>
<F1> Write-off of bad debts less recoveries.

UNISYS CORPORATION
SCHEDULE IX - SHORT-TERM BORROWINGS
($ in Millions)

Year Ended December 31	Category of Aggregate Short-Term Borrowings	Balance at End of Period	Weighted Average Interest Rate	Maximum Amount Outstanding During the Period	Average Amount Outstanding During the Period <F2>	Weighted Average Interest Rate During the Period <F3>
1991	Notes Payable <F1>	$277.4	13.9%	$ 791.3	$ 437.2	15.8%
1992	Notes Payable	$ 53.2	12.4%	$1,406.7	$1,052.7	7.6%
1993	Notes Payable	$ 6.0	10.4%	$ 130.1	$ 55.2	10.8%

<FN>
<F1> Bank borrowings in 1991, supported by the revolving credit agreements, were classified as long-term debt on the basis of the Company's intention to maintain the supporting agreements, and were therefore not included in the above amounts.

<F2> Average amount outstanding during the period is the average of month end borrowings.

<F3> Average interest rate during the period is determined by dividing actual interest accrued by average amount outstanding during the period.

EXHIBIT INDEX

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of Unisys Corporation, incorporated by reference to Exhibit 3(a) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1992.
3.2	By-Laws of Unisys Corporation, incorporated by reference to Exhibit 3(b) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1992.
4.1	Agreement to furnish to the Commission on request a copy of any instrument defining the rights of the holders of long-term debt which authorizes a total amount of debt not exceeding 10% of the total assets of the registrant, incorporated by reference to Exhibit 4 to the registrant's Annual Report on Form 10-K for the year ended December 31, 1982 (File No. 1-145).
4.2	Form of Rights Agreement dated as of March 7, 1986 between Burroughs Corporation and Harris Trust Company of New York, as Rights Agent, which includes as Exhibit A, the Certificate of Designations for the Junior Participating Preferred Stock, and as Exhibit B, the Form of Rights Certificate, incorporated by reference to Exhibit 1 to the registrant's Registration Statement on Form 8-A, dated March 11, 1986.

4.3 Second Rights Agreement, dated as of June 28, 1990, by and between registrant and Mitsui & Co., Ltd. and joined by Harris Trust Company of New York, incorporated by reference to Exhibit 4.4 to the registrant's Current Report on Form 8-K dated June 28, 1990.

4.4 Purchase Agreement, dated as of June 25, 1990, between the registrant and Mitsui & Co., Ltd., incorporated by reference to Exhibit 4.3 to the registrant's Current Report on Form 8-K dated June 28, 1990.

10.1 Deferred Compensation Plan for Officers of Unisys Corporation, as amended and restated as of January 1, 1994.

10.2 Deferred Compensation Plan for Directors of Unisys Corporation, as amended and restated as of January 1, 1994.

10.3 Unisys Worldwide Information Services Long Term Incentive Plan effective as of January 1, 1993.

10.4 Form of Executive Employment Agreement, incorporated by reference to Exhibit 10(a) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1985.

10.5 Form of Executive Employment Agreement, incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1987.

10.6 Employment Agreement, dated August 6, 1991, between the registrant and Reto Braun, incorporated by reference to Exhibit 10(c) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1991.

10.7 Employment Agreement, dated December 20, 1991, between the registrant and James A. Unruh, incorporated by reference to Exhibit 10(e) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1991.

10.8 Form of Retention Agreement for Key Executives, incorporated by reference to Exhibit 10(f) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1991.

10.9 Form of Retention Agreement for Key Executives, incorporated by reference to Exhibit 10(g) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1991.

10.10 Stock Unit Plan for Directors of Unisys Corporation, as amended and restated as of September 23, 1993, incorporated by reference to Exhibit 10 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1993.

10.11 Summary of supplemental executive benefits provided to officers of Unisys Corporation, incorporated by reference to Exhibit 10(k) of the registrant's Annual Report on Form 10-K for the year ended December 31, 1992.

10.12 Unisys Executive Annual Variable Compensation Plan, incorporated by reference to Exhibit A to the registrant's Proxy Statement, dated March 23, 1993, for its 1993 Annual Meeting of Stockholders.

10.13	1982 Unisys Long-Term Incentive Plan, as amended and restated through September 1, 1989, incorporated by reference to Exhibit 10(p) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1990.
10.14	Amendment, dated December 11, 1989, to the 1982 Unisys Long-Term Incentive Plan, incorporated by reference to Exhibit 10(o) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1989.
10.15	Amendment, dated July 25, 1990, to 1982 Unisys Long-Term Incentive Plan, incorporated by reference to Exhibit 10(r) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1990.
10.16	1990 Unisys Long-Term Incentive Plan, effective as of January 1, 1990 incorporated by reference to Exhibit A to the registrant's Proxy Statement, dated March 20, 1990, for its 1990 Annual Meeting of Stockholders.
10.17	Sperry Corporation Pension Plan for Outside Directors of the Board of Directors, as amended, incorporated by reference to Exhibit 10-J to the Annual Report of Sperry Corporation on Form 10-K for the fiscal year ended March 31, 1984 (File No. 1-3908).
10.18	Form of Loan Agreement including Note used for bridge loans to executive officers purchasing residences, incorporated by reference to Exhibit 10(kk) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1986.

10.19	Form of Loan Agreement including Note used for term loans to executive officers purchasing residences, incorporated by reference to Exhibit 10(ll) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1986.
10.20	Unisys Corporation Officers' Car Allowance Program, effective as of July 1, 1991, incorporated by reference to Exhibit 10(hh) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1991.
10.21	Form of Indemnification Agreement between Unisys Corporation and each of its Directors, incorporated by reference to Exhibit B to the registrant's Proxy Statement, dated March 22, 1988, for the 1988 Annual Meeting of Stockholders.
10.22	Unisys Corporation Elected Officer Pension Plan, effective June 1, 1988, incorporated by reference to Exhibit 10(zz) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1988.
10.23	Amendment, dated February 27, 1992, to Unisys Corporation Elected Officers' Pension Plan, incorporated by reference to the registrant's Annual Report on Form 10-K for the year ended December 31, 1992.
10.24	Unisys Corporation Supplemental Executive Retirement Income Plan, as amended and restated effective April 1, 1988, incorporated by reference to Exhibit 10(aaa) to the registrant's Annual Report on Form 10-K for the year ended December 31, 1988.

11	Computation of earnings per share.
12	Computation of Ratio of Earnings to Fixed Charges.
13	Portions of the Annual Report to Stockholders of the registrant for the year ended December 31, 1993.
21	Subsidiaries of Unisys Corporation.
23	Consent of Ernst & Young.
24	Power of Attorney.

EXHIBIT 10.1

January 1, 1994

DEFERRED COMPENSATION PLAN FOR OFFICERS OF UNISYS CORPORATION

Article I Purpose

1.1 Purpose. The purpose of the Deferred Compensation Plan for Officers (the "Plan") of Unisys Corporation (the "Corporation") is to offer those persons who are officers (at the time of filing a form of election) the opportunity to defer receipt of Designated Incentive Compensation, under terms advantageous to both the Officer and the Corporation, until termination of the Officer's service as an Officer and/or employee of the Corporation.

Article II Authority

2.1 Effective Date. The Board of Directors (the "Board") of the Corporation originally approved this Plan on January 29, 1982 and, including subsequent amendments, the Plan is further amended in its present form effective January 1, 1994.

2.2 Authority. Any decision made or action taken by the Corporation and any of its officers or employees involved in the administration of this Plan, or any member of the Board of Directors, or the Compensation and Organization Committee ("Committee") of the Board of Directors of the Corporation arising out of or in connection with the construction, administration, interpretation and effect of the Plan shall be within the absolute discretion of all and each of them, as the case may be, and will be conclusive and binding on all parties. No member of the Board of Directors and no employee of the Corporation shall be liable for any act or action hereunder, whether of omission or commission, by any other member or employee or by any agent to whom duties in connection with the administration of the Plan have been delegated or, except in circumstances involving his/her bad faith, for anything done or omitted to be done by himself or herself.

Article III Deferral of Compensation

3.1 Deferral Election. Each Officer may elect to have all or a portion of his/her Designated Incentive Compensation for any calendar year deferred under this Plan. "Officers" for purposes of this Plan include elected officers and any other employee authorized to participate in the Plan by the Committee. "Designated Incentive Compensation" for purposes of this Plan means amounts payable under the Unisys Executive Annual Variable Compensation Plan and any other successor annual incentive plan and any other items of remuneration as may be designated by the Committee from time to time. The election shall be executed in writing by the Officer on an annual basis in a timely manner (normally prior to the start of the fiscal year during which such Designated Incentive Compensation is earned) in advance of the payment date, absent deferral, on a form furnished by the Staff Vice President, Compensation. An election, once made, shall be irrevocable with respect to payments for the fiscal year to which it applies. The election may specify that the Officer desires to have all, a specified percentage, or a specific dollar amount, if determinable, of his/her Designated Incentive Compensation for the year deferred under the Plan.

3.2 Investment Options.

(a) Each Officer may elect, at the same time as the election to defer compensation is made, to have current deferrals invested in one or more of the investment measurement options available under the Plan. Such investment election with respect to current deferrals may be changed as of the first day of any quarter provided that written notice of such election is filed prior to the first day of that quarter with the Staff Vice President, Compensation.

(b) Effective January 1, 1994, the investment measurement options available under the Plan are five of the six investment options available under the Unisys Savings Plan (the "USP"), as follows: (1) the Fidelity Retirement Money Market Portfolio, (2) the Fidelity Asset Manager: Growth Fund, (3) the Fidelity Magellan Fund, (4) the Fidelity Asset Manager Fund and (5) the Insurance Contract Fund.

(c) Effective January 1, 1994, deferred amounts credited to the Officer's memorandum account allocated to the investment measurement options available under the Plan

prior to January 1, 1994 will be transferred to the investment measurement options described in Subsection (b) as follows:

Short Term Investment Fund	-	Fidelity Retirement Money Market Portfolio
Indexed Equity Fund	-	Fidelity Asset Manager: Growth Fund
Active Equity Fund	-	Fidelity Magellan Fund
Diversified Fund	-	Fidelity Asset Manager Fund
Insurance Contract Fund	-	No change

(d) Subject to the restrictions described in Subsection (e), transfers of existing account balances among the investment measurement options will be permitted as of the first day of a calendar quarter provided that written notice of such election is filed prior to the first day of the quarter with the Staff Vice President, Compensation.

(e) Certain restrictions shall apply to investments in this Plan as follows:

(1) investment allocation percentages to any of the investment options shall be in 5% increments as to each chosen option;

(2) in the absence of any complete designation or in the case of no designation at all, the Insurance Contract Fund shall be deemed to have been elected as to any undesignated percentage;

(3) transfers between the Insurance Contract Fund and the Fidelity Retirement Money Market Portfolio are not permitted, except as may be periodically allowed;

(4) investment of Compensation in the chosen options shall be deemed made the first business day of the month following its normal payment date in the absence of deferral;

(5) the increase/decrease credited to each month's beginning balance shall be based upon the net income factor assigned to each eligible investment option from the USP with such factors including all realized and unrealized income associated with each option and net of any expenses or accruals provided for under USP; and

(6) the amount deferred shall be credited with the pro-rata income factor of the Insurance Contract Fund for the number of days (if more than 5) between the normal payment date in the absence of deferral and the effective date of investment at the beginning of the next following month.

(f) The Committee shall have the authority to modify the rules and restrictions relating to Plan investments as it, in its discretion, deems necessary and in accord with the investment practices in place under the USP.

Article IV
Treatment of Deferred Amounts

4.1 Memorandum Account. The Corporation shall establish on its books a memorandum account for each Officer who has deferred Designated Incentive Compensation under this Plan. To this account shall be credited deferrals and incremental amounts equivalent to the income factors assigned to each form of eligible investment option in the USP. Payments to the Officer or Beneficiary as defined in Article V following termination of service shall be debited to the account. No assets shall be segregated or earmarked in respect to any deferrals or reinvestments and no Officer shall have any right to assign, transfer, pledge or hypothecate his/her interest or any portion thereof in his/her account. The Plan and the crediting of accounts hereunder shall not constitute a trust and shall be merely for the purpose of recording an unsecured contractual obligation.

Article V
Payment of Deferred Amounts

5.1 Payment Election. The Officer electing to defer Designated Incentive Compensation shall have the right, at the time of making such deferral election, to specify the receipt of payment of such deferred Compensation in either a lump sum payment or annual installments (not exceeding 10 installment payments) as elected by the Officer. Payment shall be made in a lump sum if no election or form of payment has been timely made by the Officer. An election of form of payment, once timely made, may be revoked and a new election of form of payment (the "Revised Election") may be made at any time prior to the date that is ninety days before the Officer's termination of employment or, if an election under (1) below has been made, the later

termination of the individual's services as an Officer, provided, however, that in no event may an Officer's Revised Election designate a form of payment that is more rapid than that previously designated by the Officer. The Revised Election shall be effective unless the Senior Management Compensation Committee, whose members are appointed by the Board of Directors, disapproves such Revised Election within ten days of its filing with the Staff Vice President, Compensation.

Under a Revised Election made in the form authorized by the Committee, the Officer may designate:

(1) a modification of the normal triggering event for payment (i.e., termination of employment) to a later termination of the individual's services as an Officer, and/or

(2) a greater number of installments (not exceeding 10) or installment payments in place of a prior lump sum payment election, and/or

(3) further deferral of the commencement of payment to a date later than the normal date of payment described in this Article V, provided, in such event, the Revised Election shall be limited to a number of installments less than 10, so as not to extend the maximum payout term permitted under the Officer's original election (except to the extent affected by the election made in (1) above).

Unless a Revised Election is made as provided under this Article V, payment of Deferred Compensation shall be made, or commence, no later than ninety days following the Officer's termination of employment.

5.2 Form and Time of Payment. All payments of cash deferrals under this Plan shall be made in cash. Unless otherwise elected by the Officer, the payment or commencement of payment of account balances hereunder shall occur as soon as practicable, but in no event later than ninety days, following the Officer's termination of employment (or termination of services as an Officer, if applicable).

5.3 Valuation. The account balance available for payment shall be the ending balance as of the latest month valued plus a prorated income factor of the Insurance Contract Fund for the number of days (if more than 5) between the valuation date and the subsequent date of disbursement.

The amount of each annual installment payment to an Officer shall be determined by dividing the value of the deferral units (including incremental amounts) at the time of the installment payment in the Officer's account by the number of installments remaining to be paid.

5.4 Special Payment. Notwithstanding any other provision of this Plan to the contrary, the Corporation in its sole discretion may accelerate the payment of deferrals to an Officer or to all Officers or to a Beneficiary whether before or after the Officer's termination of service, for reasons of individual hardship, death, changes in the tax laws or accounting principles.

5.5 Beneficiary. Beneficiary under this Plan is the person or persons designated from time to time in writing by a participating Officer to receive payments after the death of such Officer or, in the absence of any such designation or in the event that such designated person or persons shall predecease such Officer, his/her estate.

Article VI
Change in Control

6.1 Withdrawal Election. Notwithstanding any other provision of the Plan to the contrary, in the event of a "change in control," as defined below, each Officer may elect to receive a single sum payment of all or any portion of his/her account balance. Such election shall only be effective if delivered to the Staff Vice President, Compensation within the ninety-day period immediately following the date of the occurrence of the change in control. If such election is timely made, the Officer shall be entitled to receive, at his/her election, either of the following amounts:

(1) The full value or any portion thereof of his/her account balance available for payment (as described in Article V), minus an 8% early withdrawal penalty; or

(2) The full value or any portion thereof of his/her account balance available for payment (as described in Article V), minus a 6% early withdrawal penalty, provided, however, that in addition to the early withdrawal penalty, the Officer shall be suspended from making tax-deferred contributions to the Unisys Savings Plan or any equivalent subsidiary savings plan for the full calendar year immediately following the date on which the election is filed.

Payment of such withdrawal shall be made as soon as possible after receipt of the Officer's election. The Committee, upon the advice of counsel, may modify the penalties described in (1) and/or (2) above in any way it deems appropriate and consistent with the purposes of the Plan.

6.2 Litigation Expenses. If litigation is brought by the Officer or the Officer's Beneficiary after a change in control to enforce or interpret any provision of the Plan, the Corporation to the extent permitted by applicable law shall reimburse the Officer (or Beneficiary) for the reasonable fees and disbursements of his/her counsel incurred in such litigation.

6.3 Change in Control Definition. For purposes of this Article VI, a "change in control" shall mean:

(a) The acquisition, other than from the Corporation, by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of either (i) the then outstanding shares of common stock of the Corporation (the "Outstanding Company Common Stock") or (ii) the combined voting power of the then outstanding voting securities of the Corporation entitled to vote generally in the election of directors (the "Company Voting Securities"), provided, however, that any acquisition by (x) the Corporation or any of its subsidiaries, or any employee benefit plan (or related trust) sponsored or maintained by the Corporation or any of its subsidiaries or (y) any corporation with respect to which, following such acquisition, more than 60% of, respectively, the then outstanding shares of common stock of such corporation and the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Company Voting

Securities immediately prior to such acquisition in substantially the same proportion as their ownership, immediately prior to such acquisition, of the Outstanding Company Common Stock and Company Voting Securities, as the case may be, shall not constitute a Change in Control; or

(b) Individuals who constitute the Incumbent Board cease for any reason to constitute at least two thirds of the Board. For the purposes of this Article VI (b) the Incumbent Board shall mean the individuals who constitute the Board as of October 26, 1989 and any individual who becomes a director subsequent to October 26, 1989 whose election or nomination for election by the Corporation was approved by a vote of

at least a majority of the directors then comprising the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office is in connection with an actual or threatened election contest relating to the election of members of the Board; or

(c) Approved by the shareholders of the Corporation of a reorganization, merger or consolidation (a "Business Combination"), in each case, with respect to which all or substantially all of the individuals and entities who were the respective beneficial owners of the Outstanding Company Common Stock and Company Voting Securities immediately prior to such Business Combination do not, following such Business Combination, beneficially own, directly or indirectly, more than 60% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Business Combination in substantially the same proportion as their ownership immediately prior to such Business Combination of the Outstanding Company Common Stock and Company Voting Securities, as the case may be; or

(d) (i) A complete liquidation or dissolution of the Corporation or (ii) the sale or other disposition of all or substantially all of the assets of the Corporation other than to a corporation with respect to which, following such sale or disposition, more than 60% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors is then owned beneficially, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Company Voting Securities immediately prior to such sale or disposition in substantially the same proportion as their ownership of the Outstanding Company Common Stock and Company Voting Securities, as the case may be, immediately prior to such sale or disposition.

Notwithstanding any other provision of the Plan to the contrary, no amendment to this Article VI (nor any other amendment to the Plan that would materially affect an Officer's rights under this Article VI) shall be permitted after a change in control.

Article VII
Special Withdrawal Windows

7.1 Committee Discretion. The Committee, in its discretion, shall have the authority to offer opportunities to Officers to elect an early payment of their account balances hereunder under such terms and conditions as are deemed necessary and appropriate by the Committee, provided, however, that unless otherwise authorized by the Board, the Committee may not offer more than one such opportunity to elect an early payment in any calendar year.

Article VIII
Miscellaneous

8.1 Amendment. The Board may modify or amend, in whole or in part, any of or all the provisions of the Plan, or suspend or terminate it entirely; provided, however, that any such modification, amendment, suspension or termination may not, without the participating Officer's consent, adversely affect any deferral credited to him or her for any period prior to the effective date of such modification, amendment, suspension or termination. The Plan shall remain in effect until terminated pursuant to this provision.

8.2 Administration. The Compensation and Organization Committee of the Board of the Corporation shall have the sole authority to interpret the Plan and in their discretion to establish and modify administrative rules for the Plan. Such Committee shall be comprised of not less than three members of the Board, who are not eligible to participate under the Plan, selected from time to time by the Board.

All expenses and costs in connection with the operation of this Plan shall be borne by the Corporation.

The Corporation shall have the right to deduct from any payment to be made pursuant to this Plan any federal, state or local taxes required by law to be withheld.

8.3 Governing Law. The Plan shall be construed and its provisions enforced and administered in accordance with the laws of the Commonwealth of Pennsylvania except as such laws may be superseded by any federal law.

Article IX
Transfer of Account Balance

9.1 Transfer to Director's Plan. Notwithstanding any election of form of payment made hereunder, an Officer who,

following his termination of employment as an Officer, will be eligible to participate in the Deferred Compensation Plan for Directors of Unisys Corporation ("Director's Plan") may elect at any time prior to the date that is ninety days before the Officer's termination of employment (or if an appropriate election had been made under Article III, the Officer's termination of services as an Officer) to transfer all or any portion of his account balance to the Director's Plan. Such transfer must occur prior to the date that payments of the Officer's account balance would otherwise be made, or commence, hereunder. Upon transfer, the Officer's Account Balance (or portion thereof transferred) will be subject to the terms and conditions of the Director's Plan; provided, however, that any election of form of payment made under the Director's Plan with respect to the amount transferred may not provide for a form of payment that is in any way more rapid than the form of payment in effect under this Plan with respect to such amounts immediately prior to transfer to the Director's Plan.

Valuation of the account balance (or portion thereof) to be transferred shall be made consistent with the valuation provisions described in Article V.

Upon transfer, the Officer's (or Officer's beneficiary's) rights hereunder with respect to the amounts transferred shall cease.

EXHIBIT 10.2

January 1, 1994

DEFERRED COMPENSATION PLAN
FOR DIRECTORS OF UNISYS CORPORATION

Article I
Purpose

1.1 Purpose. The purpose of the Deferred Compensation Plan for Directors (the "Plan") of Unisys Corporation (the "Corporation") is to offer members of the Board of Directors of the Corporation (the "Board") who are not, at the time of filing a form of election, employees of the Corporation the opportunity to defer receipt of their directors' compensation, under the terms advantageous to both the Director and the Corporation, until termination of the Director's service with the Corporation.

Article II
Authority

2.1 Effective Date. The Board approved the Plan on November 20, 1981, and including subsequent amendments, the Plan is restated effective January 1, 1994.

2.2 Authority. Any decision made or action taken by the Corporation, any of its officers, the Board or the Compensation and Organization Committee (the "Committee") arising out of or in connection with the construction, administration, interpretation and effect of the Plan shall be within the absolute discretion of all and each of them, as the case may be, and will be conclusive and binding on all parties. No member of the Board and no employee of the Corporation shall be liable for any act or action hereunder, whether of omission or commission, by any other member or employee or by any agent to whom duties in connection with the administration of the Plan have been delegated or, except in circumstances involving his/her bad faith, for anything done or omitted to be done by himself or herself.

Article III
Deferral of Compensation

3.1 Deferral Election. Each Director may elect to have all or a portion of his/her Compensation for any calendar year deferred under the Plan. "Compensation" includes payments for services as a Director of the Corporation and may include directors' fees as well as Board or Committee meeting fees, but excludes any mandatory remuneration paid in the form of stock and/or stock units. Such election shall be executed in writing by the Director and filed on an annual basis in a timely manner (normally prior to the start of the fiscal year during which such Compensation is earned) on a form furnished by the

Secretary of the Corporation. An election, once made, shall be irrevocable with respect to payments for the fiscal year to which it applies. The election will specify that the Director desires to have all or a specified percentage of his/her cash Compensation for the year deferred under the Plan.

3.2 Investment Options.

(a) Each participant may elect, at the same time as the election to defer compensation is made, to have current deferrals invested in one or more of the investment measurement options available under the Plan. Such investment election with respect to current deferrals may be changed as of the first day of any quarter provided that written notice of such election is filed prior to the first day of that quarter with the Secretary of the Corporation.

(b) Effective January 1, 1994, the investment measurement options available under the Plan are five of the six investment options available under the Unisys Savings Plan (the "USP"), as follows: (1) the Fidelity Retirement Money Market Portfolio, (2) the Fidelity Asset Manager: Growth Fund, (3) the Fidelity Magellan Fund, (4) the Fidelity Asset Manager Fund and (5) the Insurance Contract Fund.

(c) Effective January 1, 1994, deferred amounts credited to the Director's memorandum account allocated to the investment measurement options available under the Plan prior to January 1, 1994 will be transferred to the investment measurement options described in Subsection (b) as follows:

Short Term Investment Fund	-	Fidelity Retirement Money Market Portfolio
Indexed Equity Fund	-	Fidelity Asset Manager: Growth Fund
Active Equity Fund	-	Fidelity Magellan Fund
Diversified Fund	-	Fidelity Asset Manager Fund
Insurance Contract Fund	-	No change

(d) Subject to the restrictions described in Subsection (e), transfers of existing account balances among the investment measurement options will be permitted as of the first day of a calendar quarter provided that written notice of such election is filed prior to the first day of the quarter with the Secretary of the Corporation.

(e) Certain restrictions shall apply to investments in this Plan as follows:

(1) investment allocation percentages to any of the investment options shall be in 5% increments as to each chosen option;

(2) in the absence of any complete designation or in the case of no designation at all, the Insurance Contract Fund shall be deemed to have been elected as to any undesignated percentage;

(3) transfers between the Insurance Contract Fund and the Fidelity Retirement Money Market Portfolio are not permitted, except as may be periodically allowed;

(4) investment of Compensation in the chosen options shall be deemed made the first business day of the month following its normal payment date in the absence of deferral;

(5) the increase/decrease credited to each month's beginning balance shall be based upon the net income factor assigned to each eligible investment option from the USP with such factors including all realized and unrealized income associated with each option and net of any expenses or accruals provided for under USP; and

(6) the amount deferred shall be credited with the pro-rata income factor of the Insurance Contract Fund for the number of days (if more than 5) between the normal payment date in the absence of deferral and the effective date of investment at the beginning of the next following month.

(f) The Committee shall have the authority to modify the rules and restrictions relating to Plan investments as it, in its discretion, deems necessary and in accord with the investment practices in place under the USP.

ARTICLE IV
Stock Units

4.1. Frozen Stock Units Account. Effective November 21, 1991, the Stock Units Account was no longer an available investment option under this Plan and amounts invested in the Account were frozen as to future investment option transfers. Amounts invested in the Stock Units Accounts through November 21, 1991 continue to be held under this Plan. Dividends and other adjustments to the Stock Units Account will be made in accordance with Section 4.2.

4.2 Dividends and Other Adjustments. If the Corporation shall issue a stock dividend on the common stock, stock dividend equivalents shall be credited to the Director's Stock Units Account, as of the dividend payment date, as Stock Units in the same amount as the stock dividends to which the Director would have been entitled if the Stock Units were shares of common stock. The Director's Stock Units Account shall be appropriately adjusted to reflect splits, reverse splits, or comparable changes to the Corporation's common stock. Cash dividends shall be converted to stock units (or portions thereof) based on the value of Unisys Common Stock (i.e., the average of the highest and lowest prices reported on the Composite Tape for New York Stock Exchange Companies) on the dividend payment date.

ARTICLE V
Treatment of Deferred Amounts

5.1 Memorandum Account. The Corporation shall establish on its books a memorandum account for each Director who has deferred Compensation under this Plan. To this account shall be credited deferrals and incremental amounts equivalent to the income factors assigned to each form of eligible investment option in the USP. Payments to the Director or Beneficiary (as defined in Section 6.3) shall be debited to the account. No assets shall be segregated or earmarked in respect to any deferrals or reinvestments and no Director shall have any right to assign, transfer, pledge or hypothecate his/her interest or any portion thereof in his/her account. The Plan and the crediting of accounts hereunder shall not constitute a trust and shall be merely for the purpose of recording an unsecured contractual obligation.

ARTICLE VI
Payment

6.1 Payment Election.

(a) Each time the Director makes his/her election to defer Compensation, the Director shall designate the form in which payment of such deferred amounts shall be made. The Director may elect payment in either a single sum or in annual installments (not to exceed ten installment payments). Payment shall be made in a lump sum if no election of form of payment is timely made by the Director.

(b) An election of form of payment, once timely made, may be revoked and a new election of form of payment (the "Revised Election") may be made at any time prior to the date that is ninety days before termination of the individual's service as a Director provided, however, that in no event may a

Director's Revised Election designate a form of payment that is more rapid than that previously designated by the Director. Under a Revised Election made in the form authorized by the Committee, the Director may designate:

(1) a greater number of installments (not exceeding 10) or installment payments in place of a prior lump sum payment election, and/or

(2) further deferral of the commencement of payment to a date later than the normal date of payment provided, in such event, the Revised Election shall be limited to a number of installments less than 10, so as not to extend the maximum payout term permitted under the Director's original election.

(c) Unless a Revised Election is made as provided in Subsection (b), payment of deferred amounts shall be made, or commence, no later than ninety days following termination of the individual's service as Director.

6.2 Payment Upon Termination of Service.

(a) Following termination of service, all payments of deferred amounts under this Plan including, without limitation, amounts represented by Corporation Stock Units, shall be made in cash.

(b) In determining the amount to be paid upon termination of service, the following shall apply:

(1) Except with respect to Corporation Stock Units, the account balance available for payment shall be the ending balance as of the latest month valued plus a pro-rated income factor of the Insurance Contract Fund for the number of days (if more than 5) between the valuation date and the subsequent date of disbursement;

(2) The cash value of the Director's Corporation Stock Units Account shall include: (i) the value of the product of the number of Stock Units credited to the Director's account multiplied by the average of the highest and the lowest New York Stock Exchange composite tape market prices on the date of termination of services as a Director (or if there be no such sale on such day, the next preceding trading day) and, (ii) earnings based upon (i) herein until paid measured by the Insurance Contract Fund of the USP.

(3) The amount of each annual installment payment to a Director shall be determined by dividing the value of the Director's Account at the time of the installment

payment by the number of installments remaining to be paid.

6.3 Beneficiary. Beneficiary under this Plan is the person or persons designated from time to time in writing by a participating Director to receive payments after the death of such Director or, in the absence of any such designation or in the event that such designated person or persons shall predecease such Director, his/her estate.

6.4 Early Withdrawals.

(a) Notwithstanding any other provision of the Plan to the contrary, the Committee, in its sole discretion, may accelerate the payment of deferred account balances to a Director or to all Directors or to a Beneficiary (whether before or after termination of service), for reasons of hardship, death, changes in the tax laws or accounting principles. In addition, the Committee, in its sole discretion, shall have the authority to offer opportunities to Directors and Beneficiaries to elect an early payment of their deferred account balances hereunder under such terms and conditions (including the assessment of early withdrawal penalties) as are deemed necessary and appropriate by the Committee, provided, however, that unless otherwise authorized by the Board, the Committee may not offer more than one such opportunity to elect an early payment in any calendar year.

(b) With respect to any early payment made pursuant to this Section 6.4, that portion of the deferred account balance invested in the Stock Units Fund will be paid no earlier than six months after the effective date of the Director's or Beneficiary's election to receive such early payment and the value of the Stock Units Fund to be paid (as described in Section 6.2(b)(2)) will be determined on the date that is six months following the effective date of such election.

Article VII
Change in Control

7.1 Withdrawal Election.

(a) Notwithstanding any other provision of the Plan to the contrary, in the event of a "change in control," as defined below, each Director may elect to receive a single sum payment of all or any portion of his/her account balance including, without limitation, the portion represented by his/her frozen Corporation Stock Units Account. Such election shall only be effective if delivered to the Secretary of the Corporation within the ninety-day period immediately following the date of the occurrence of the change in control.

(b) If an election is timely made, the Director (or Beneficiary) will be entitled to receive, as soon as practicable after the expiration of the ninety-day period, an amount equal to (1) the full value or any portion thereof of the deferred account balance (except that portion invested in the Stock Units Fund), minus (2) an early withdrawal penalty equal to 8% of the total value of (1). With respect to that portion of the deferred account balance invested in the Stock Units Fund, such portion shall be valued on the date that is six months following the effective date of the election to receive such payment and the Director or Beneficiary will be entitled to receive, as soon as practicable thereafter, an amount equal to(i) the full value or any portion thereof of the Stock Units Fund minus (ii) an early withdrawal penalty equal to 8% of the total value of (i). The Committee, upon advice of counsel, may modify the early withdrawal penalty described above in any way it deems appropriate and consistent with the purposes of the Plan.

7.2 Litigation Expenses. If litigation is brought by the Director or the Director's Beneficiary after a change in control to enforce or interpret any provision of the Plan, the Corporation to the extent permitted by applicable law shall reimburse the Director (or Beneficiary) for the reasonable fees and disbursements of counsel incurred in such litigation.

7.3 Change in Control Definition. For purposes of this Article VII, a "change in control" shall mean:

(a) The acquisition, other than from the Corporation, by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 20% or more of either (i) the then outstanding shares of common stock of the Corporation (the "Outstanding Company Common Stock") or (ii) the combined voting power of the then outstanding voting securities of the Corporation entitled to vote generally in the election of directors (the "Company Voting Securities"), provided, however, that any acquisition by (x) the Corporation or any of its subsidiaries, or any employee benefit plan (or related trust) sponsored or maintained by the Corporation or any of its subsidiaries or (y) any corporation with respect to which, following such acquisition, more than 60% of, respectively, the then outstanding shares of common stock of such corporation and the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Company Voting Securities immediately prior to such acquisition in substantially the same proportion as their

ownership, immediately prior to such acquisition, of the Outstanding Company Common Stock and Company Voting Securities, as the case may be, shall not constitute a Change in Control; or

(b) Individuals who constitute the Incumbent Board cease for any reason to constitute at least two thirds of the Board. For the purposes of this Article VII (b) the Incumbent Board shall mean the individuals who constitute the Board as of May 30, 1991 and any individual who becomes a director subsequent to May 30, 1991 whose election or nomination for election by the Corporation was approved by a vote of at least a majority of the directors then comprising the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office is in connection with an actual or threatened election contest relating to the election of members of the Board; or

(c) Approval by the shareholders of the Corporation of a reorganization, merger or consolidation (a "Business Combination"), in each case, with respect to which all or substantially all of the individuals and entities who were the respective beneficial owners of the Outstanding Company Common Stock and Company Voting Securities immediately prior to such Business Combination do not, following such Business Combination, beneficially own, directly or indirectly, more than 60% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Business Combination in substantially the same proportion as their ownership immediately prior to such Business Combination of the Outstanding Company Common Stock and Company Voting Securities, as the case may be; or

(d) (i) A complete liquidation or dissolution of the Corporation or (ii) the sale or other disposition of all or substantially all of the assets of the Corporation other than to a corporation with respect to which, following such sale or disposition, more than 60% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors is then owned beneficially, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Company Voting Securities immediately prior to such sale or disposition in substantially the same proportion as their ownership of the Outstanding Company Common Stock and Company Voting Securities, as the case may be, immediately prior to such sale or disposition.

Notwithstanding any other provision of the Plan to the contrary, no amendment to this Article VI (nor any other amendment to the Plan that would materially affect a Director's rights under this Article VI) shall be permitted after a change in control.

Article VIII
Miscellaneous

8.1 Amendment and Termination. The Board may modify or amend, in whole or in part, any of or all of the provisions of the Plan, or suspend or terminate it entirely; provided, however, that any such modification, amendment, suspension or termination may not, without the participating Director's consent, adversely affect any deferral credited to him or her for any period prior to the effective date of such modification, amendment, suspension or termination. The Plan shall remain in effect until terminated pursuant to this provision.

8.2 Expenses and Taxes. All expenses and costs in connection with the operation of this Plan shall be borne by the Corporation. The Corporation shall have the right to deduct from any payment to be made pursuant to this Plan any federal, state or local taxes required by law to be withheld.

8.3 Governing Law. The Plan shall be construed and its provisions enforced and administered in accordance with the laws of the Commonwealth of Pennsylvania except as such laws may be superseded by any federal law.

Article IX
Transfers from Officer's Plan

Notwithstanding any other provision of the Plan to the contrary, a Director who is also an officer of Unisys Corporation and who is a participant in the Deferred Compensation Plan for Officers of Unisys Corporation ("Officer's Plan") may elect to transfer into this Plan any or all of his/her account balance in the Officer's Plan. Upon transfer, such amounts shall be subject to the terms and conditions of this Plan, provided that all elections previously made under the Officer's Plan with respect to such amounts shall continue in effect until otherwise modified hereunder. Notwithstanding the payment election provisions described in Article VI hereof, in no event may a Director elect a form of payment with respect to amounts transferred from the Officer's Plan that is any more rapid than the form of payment in effect under the Officer's Plan upon such transfer.

EXHIBIT 10.3

UNISYS INFORMATION SERVICES

LONG-TERM INCENTIVE PLAN

The Information Services (IS) Long-Term Incentive Plan (the Plan) is a new compensation program developed for certain key executives of IS. By design, the Plan encourages IS executives to attend to the longer-term performance of the Company by granting awards contingent on IS meeting predetermined financial targets during a multi-year period.

This is a one-time plan covering the period January 1, 1993 through December 31, 1995 (the Award Cycle).

Details of the Plan follow.

Eligibility

Eligibility for the Plan is limited to the Senior Vice President IS and to selected members of Information Services senior management selected by the Senior Vice President and approved by the President and Chairman. Participation is not automatic for any salary level and each potential participant must be nominated by the IS Senior Vice President and approved by the President and Chairman.

New employees or current employees who are approved for participation during the award cycle will be eligible to receive a pro-rata portion of the Award, if any, for that portion of the Award Cycle during which they participated in the Plan provided they had a minimum of twelve (12) months participation retroactive to the date of their original participation.

Award Criteria

A target performance award--that is, the gross amount you would be entitled to, assuming achievement of 100% of target objectives, during and at the end of the three-year cycle--has been determined for you.

Of the amount ultimately received 70% depends on the degree that Information Services achieves the predetermined financial performance targets during the course of the Award Cycle and 30% on the assessment of your personal contributions by the Chairman and the President.

If the targets for either the IS financial objectives or the qualitative objectives are not met, you could receive no payout or an amount that is less than your original target. If IS exceeds its target financial objectives, you could receive a larger amount.

End revenue and Information Services profit are the two financial measurements of IS award performance. Forty percent of your award will depend on IS revenue attainment, and 30% on IS profit attainment.

Revenue includes all commercial Information Services revenue as well as hardware and software revenue directly related to the information services revenue recognized at the time the associated cost is recognized. This would include the revenue generated by the utilization of Paramax resources on commercial accounts. The final determination of hardware and software revenue to be included as Information Services revenue will be made by the Chairman and the President after consulting with the Senior Vice President and Chief Financial Officer and the Senior Vice President, Information Systems.

Profit is Information Services published gross margin less Corporate

IS staff SG&A expense. The profit calculation is prior to SG&A expenses for division sales commissions, presales activity (for hardware and software) and corporate allocations.

In the event of an acquisition of an information services firm by Unisys during the term of this plan, the additional revenue and profit will be taken into consideration to adjust the goals and achievement levels of this plan. The revenue and profit acquired will be eliminated from the calculation, but the growth in revenue and profit after acquisition will be included.

All final determinations in connection with the calculation of revenue and pretax profit shall be in the sole and exclusive discretion of the Chairman and the President.

In addition, 30% of your payout will depend on the assessment by the Senior Vice President IS, as approved by the Chairman and the President, of your personal contributions during the Award Cycle.

INFORMATION SERVICES
LONG-TERM INCENTIVE PLAN

EXAMPLE OF FINANCIAL PERFORMANCE DETERMINATION
$(MILLION)

	1992 BASE PERIOD		1993 MINIMUM REQUIREMENTS		1994 MINIMUM REQUIREMENTS		1995 FINANCIAL GOALS	COMPOUND ANNUAL GROWTH RATE	WEIGHTING
IS Revenue	$664	<-> 9% <->	$723	<-> 9% <->	$789	<-> 38% <->	$1,090	18%	40%
IS Profit (OMP)	82	<-> 18% <->	97	<-> 18% <->	115	<-> 81% <->	208	36%	30%
Personal Contribution			Before $18M of Special Investment Fund - '93		After all Direct Costs				30%

GOAL ATTAINMENT

REVENUE				PROFIT			
1995 ACHIEVEMENT	ACH. %	PAYOUT PERCENT	REVENUE PAYOUT % OF TOTAL TARGET AWARD	1995 ACHIEVEMENT	ACH. %	PAYOUT PERCENT	PROFIT PAYOUT % OF TOTAL TARGET AWARD
$1,200	110%	120%	48% <F1>	$ 229	110%	120%	36% <F1>
1,090	100%	100%	40% <F1>	208	100%	100%	30% <F1>
982	90%	80%	32% <F1>	187	90%	80%	24% <F1>
873	80%	60%	24% <F1>	165	80%	60%	18% <F1>
< 873	< 80%	0	0	< 165	< 80%	0	0

<FN>
<F1> Having accomplished 80% or more of the 1995 Financial Goals and depending on the attainment of the 1993 and 1994 Minimum Requirements, these payouts will be factored as follows:

	Factor
At or above 1993 and 1994 Minimum Requirements	1.00
Below 1993 or 1994 Minimum Requirements	.67
Below 1993 and 1994 Minimum Requirements	.33

Award Payment

By the end of February, 1996, the Chairman and the President will confirm the degree of achievement of the financial goals and will determine the specific awards for plan participants. Award payments will be made in cash in March of 1996. Payments under this program do not qualify as eligible compensation under the Company's Pension Plan.

Tax Implications

When the period ends and you receive your award, Unisys will be required to withhold federal income taxes as well as applicable state and local taxes.

Termination of Employment

An executive who quits or is terminated for cause before the end of the Award Cycle will forfeit his/her award. "Cause" is defined as gross misconduct and/or continued documented poor performance.

An executive who terminates employment (after a minimum of twelve month's participation) because of death or long-term disability or accepts another position in Unisys at the request of Unisys will be eligible for a pro rata award.

The Chairman and the President, at their sole discretion, may make pro-rata awards to terminated participants under such terms and conditions as it deems appropriate. The amount resulting from the award will be determined and distributed to you or your estate net of applicable withholding taxes in early 1996.

General

The Chairman and the President are empowered to select participants, approve objectives and performance measurements, determine actual awards, interpret plan provisions, and make all determinations concerning the achievement of performance goals. All decisions in connection with the administration and interpretation of the Plan shall be retained by the Chairman and the President and such decisions shall be binding and conclusive on all parties.

Unisys expects to make payments to Plan participants at the end of the Award Cycle. The plan, however, is discretionary. Subject to applicable laws and regulations, the Chairman and the President may modify or terminate the Long-Term Incentive Plan. No such change, however, would adversely affect your right to a pro-rated award earned prior to the change.

EXHIBIT 11

UNISYS CORPORATION
STATEMENT OF COMPUTATION OF EARNINGS PER SHARE
FOR THE THREE YEARS ENDED DECEMBER 31, 1993
(Millions, except share data)

	1993	1992	1991
Primary Earnings Per Common Share			
Average Number of Outstanding Common Shares	162,735,752	161,649,778	161,552,060
Additional Shares Assuming Exercise of Stock Options	2,333,930	2,075,251	20,882
Average Number of Outstanding Common Shares and Common Share Equivalents	165,069,682	163,725,029	161,572,942
Income (Loss) Before Extraordinary Items and Changes in Accounting Principles	$ 361.6	$ 296.2	$(1,393.3)
Dividends on Series A, B and C Preferred Stock	(121.6)	(122.1)	(121.2)
Primary Earnings (Loss) on Common Shares Before Extraordinary Items and Changes in Accounting Principles	240.0	174.1	(1,514.5)
Extraordinary Items	(26.4)	65.0	
Effect of Changes in Accounting Principles	230.2		
Primary Earnings (Loss) on Common Shares	$ 443.8	$ 239.1	$(1,514.5)
Primary Earnings (Loss) Per Common Share Before Extraordinary Items and Changes in Accounting Principles	$ 1.46	$ 1.06	$(9.37)
Extraordinary Items	(.16)	.40	
Effect of Changes in Accounting Principles	1.39		
Total	$ 2.69	$ 1.46	$(9.37)
Fully Diluted Earnings Per Common Share			
Average Number of Outstanding Common Shares and Common Share Equivalents	165,069,682	163,725,029	161,572,942
Additional Shares:			
Assuming Conversion of Series A Preferred Stock	47,586,877		47,726,588
Assuming Conversion of 8-1/4% Convertible Notes	33,699,634	17,954 723	
Attributable to Stock Options	193,741	133,489	
Common Shares Outstanding Assuming Full Dilution	246,549,934	181,813,241	209,299,530
Primary Earnings (Loss) on Common Shares Before Extraordinary Items and Changes in Accounting Principles	$ 240.0	$ 174.1	$(1,514.5)
Exclude Dividends on Series A Preferred Stock	106.8		107.1
Interest Expense on 8-1/4% Convertible Notes, Net of Applicable Tax	17.8	15.8	
Fully Diluted Earnings (Loss) on Common Shares Before Extraordinary Items and Changes in Accounting Principles	364.6	189.9	(1,407.4)
Extraordinary Items	(26.4)	65.0	
Effect of Changes in Accounting Principles	230.2		
Fully Diluted Earnings (Loss) on Common Shares	$ 568.4	$ 254.9	$(1,407.4)
Fully Diluted Earnings (Loss) Per Common Share Before Extraordinary Items and Changes in Accounting Principles	$ 1.48	$ 1.04	$(6.72)
Extraordinary Items	(.11)	.36	
Effect of Changes in Accounting Principles	.94		
Total	$ 2.31	$ 1.40	$(6.72)

Earnings (Loss) Per Common Share as Reported

Primary			
Before Extraordinary Items and Changes in Accounting Principles	$ 1.46	$ 1.06	$(9.37)
Extraordinary Items	(.16)	.40	
Effect of Changes in Accounting Principles	1.39		
Total	$ 2.69	$ 1.46	$(9.37)
Fully Diluted			
Before Extraordinary Items and Changes in Accounting Principles	$ 1.48	$ 1.04	$(9.37)
Extraordinary Items	(.11)	.36	
Effect of Changes in Accounting Principles	.94		
Total	$ 2.31	$ 1.40 <F1>	$(9.37) <F2>

<FN>

<F1> Excludes assumed conversion and add back of dividends on Series A Convertible Preferred Stock since it would have been antidilutive.

<F2> Based on weighted average number of outstanding common shares since the assumed conversion of Series A Convertible Preferred Stock would have been antidilutive.

EXHIBIT 12

UNISYS CORPORATION
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
($ in millions)

	Years Ended December 31				
	1993	1992	1991	1990	1989
Income (loss) before income taxes	$ 503.4	$ 435.6	$(1,288.3)	$(337.3)	$(554.3)
Add (deduct) share of loss (income) of associated companies	14.5	3.2	(6.5)	(51.8)	(50.0)
Subtotal	517.9	438.8	(1,294.8)	(389.1)	(604.3)
Interest expense (net of interest capitalized)	241.7	340.6	407.6	446.7	425.7
Amortization of debt issuance expenses	6.6	4.8	1.8	1.5	1.6
Portion of rental expense representative of interest	76.0	84.3	86.4	82.5	78.8
Total Fixed Charges	324.3	429.7	495.8	530.7	506.1
Earnings (loss) before income taxes and fixed charges	$ 842.2	$ 868.5	$(799.0)	$ 141.6	$(98.2)
Ratio of earnings to fixed charges	2.60	2.02	<F1>	<F1>	<F1>

<FN>
<F1> Earnings in 1991, 1990 and 1989 were inadequate to cover fixed charges by $1,294.8 million, $389.1 million and $604.3 million, respectively.

EXHIBIT 13

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

In 1993, the Company reported net income of $565.4 million, or $2.31 per fully diluted common share, compared to net income of $361.2 million, or $1.40 per fully diluted common share, in 1992. Excluding the effects of extraordinary items and accounting changes, fully diluted earnings per common share in 1993 were $1.48 compared to $1.04 a year ago. In 1991, the Company incurred a net loss of $1.4 billion, or $9.37 per common share on both a primary and fully diluted basis. The loss included special charges of $1.2 billion, covering work force reductions, plant and excess facilities consolidation and other charges.

In 1993, significant progress was made in strengthening the Company's balance sheet. In the year, inventories, receivables and total debt were reduced by 14%, 22% and 18%, respectively; and since December 31, 1991, these items have been reduced 48%, 62% and 45%, respectively. At December 31, 1993, net debt as a percent of total capital was 29% compared to 55% two years ago.

In 1993, the increase in the Company's profitability was driven principally by cost reductions, as deterioration in the Company's European business accelerated and market conditions in Japan continued weak, more than offsetting growth in other parts of the business. Given the economic uncertainties in these international markets, the Company continues to rely on cost reductions as its principal means of driving profit and cash flow.

Results of Operations

Revenue for 1993 was $7.7 billion, down 8% from 1992 revenue of $8.4 billion. Approximately one-third of the revenue decline was due to the impact of negative currency translation. In 1993, the Company began reporting the following components of revenue: sales, services, and equipment maintenance. Prior years' revenue reflects a reclassification to conform with the 1993 presentation. Sales declined 13% to $4.7 billion in 1993 from $5.4 billion in 1992, due to decreases in sales of enterprise systems and servers, departmental servers and desktop systems and custom defense systems offset in part by an increase in software revenue. Services revenue increased 19% to $1.6 billion in 1993 from $1.3 billion in 1992 as the Company continued to implement its strategy of becoming an information management solutions provider. Equipment maintenance revenue declined 14% to $1.4 billion in 1993 from $1.7 billion in 1992, due principally to a decline in equipment sales and improved product reliability.

Revenue for 1992 was $8.4 billion, down 3% from 1991 revenue of $8.7 billion. Effective June 30, 1991, the Company sold its Communications and Networks Group, comprised principally of its Timeplex, Inc. subsidiary. Excluding Timeplex revenue of $124.8 million in 1991, 1992 revenue declined 2%. Revenue from both the commercial and defense business declined from the prior year. Sales declined 6% to $5.4 billion in 1992, due principally to a decline in the sale of personal workstations (mainly to the U. S. government under a large government contract) and the sale of Timeplex. These declines were partially offset by growth in software, UNIX systems and the Company's two large enterprise system families - the A Series and 2200 Series. Services revenue increased 16% to $1.3 billion in 1992 from $1.1 billion in 1991. Equipment maintenance declined 8% to $1.7 billion in 1992 from $1.8 billion in 1991, due principally to a decline in equipment sales and improved product reliability.

Revenue from international operations in 1993 was $3.6 billion, down 14% from 1992. Approximately 35% of this revenue decline was due to the impact of negative currency translation. Revenue from U.S. operations in both 1993 and 1992 was $4.1 billion. Revenue from operations outside the U.S. in 1992 was $4.3 billion, down 4% from 1991. Revenue from U.S. operations in 1992 declined 3% from 1991.

During the past three years, the Company received approximately 20% of its revenue from custom defense systems. A substantial portion of this revenue was derived from contracts with agencies of the U.S. Department of Defense and the Canadian Department of National Defence. Any future declines in defense industry spending could affect the Company's ability to obtain new defense contracts, and no assurance can be given that current, in-process, multiple-year contracts will not be downsized or discontinued.

Total gross profit margin increased to 37% in 1993 from 36% in 1992. Sales gross profit margin in 1993 was 41% compared to 38% in 1992; services gross profit margin for 1993 was 23% compared to 21% in 1992; and equipment maintenance gross profit margin for 1993 was 43% compared to 42% in 1992. Excluding restructuring charges, in 1991 the total gross profit margin was 32%, sales gross profit margin was 33%, services gross profit margin was 17%, and equipment maintenance gross profit margin was 40%. Prior years' services gross profit margin reflects a reclassification of certain selling, general and administrative expenses to cost of services to conform with the 1993 presentation of such costs. This reclassification was made to better match service costs with service revenue and produced no change to operating profit.

Selling, general and administrative expenses for 1993 was $1.6 billion, a decrease of 7% from $1.8 billion in 1992. The decline was principally due to the effects of continued tight cost management and foreign currency translation. Selling, general and administrative expenses for 1992 were $1.8 billion compared to $2.3 billion in 1991. Exclusive of restructuring charges in 1991, selling, general and administrative expenses declined 10%. The decline was principally due to the Company's repositioning actions. Total employment at December 31, 1993 was approximately 49,000 compared to approximately 54,300 at December 31, 1992 and 60,300 at December 31, 1991.

Research and development expenses in 1993 were $515.2 million compared to $535.9 million in 1992, a decline of 4%. Research and development expenses in 1992 were $535.9 million compared to $638.9 million in 1991. Exclusive of special charges in 1991, research and development expenses declined 9% in 1992 from 1991. The decline in all periods resulted from repositioning actions which reduced managerial and administrative costs and focused research and development efforts on core products.

As a result of the above, operating income was $734.1 million in 1993 (9.5% of revenue) compared to $720.7 million in 1992 (8.6% of revenue) and an operating loss of $578.9 million in 1991 ($245.3 million operating income exclusive of special charges, 2.8% of revenue).

Interest expense was $241.7 million in 1993, down from $340.6 million in 1992, reflecting principally lower average debt levels. Interest expense in 1992 was down from $407.6 million in 1991, reflecting both lower average debt levels and lower average interest rates.

Other income in 1993 was $11.0 million compared to $55.5 million in 1992 and an expense of $301.8 million in 1991. Excluding special charges of $375.4 million, 1991 other income was $73.6 million. Included in 1993 is a charge of $20.0 million related to the "Ill Wind" settlement. This settlement requires the Company to make contingency payments based on proceeds from asset sales and on net income. The maximum contingent amount payable in 1994 under this settlement agreement is $30.0 million.

It is the Company's policy to minimize its exposure to foreign currency fluctuations. On a net basis, and after taking into account the cost of the Company's hedging program, foreign currency effects had a minimal effect on pretax results in each of the past three years.

Income before income taxes for 1993 was $503.4 million, up 16% from $435.6 million in 1992. Income before income taxes in 1991 (which included a $1.2 billion special charge) was a loss of $1.3 billion.

Estimated income taxes were $141.8 million in 1993 compared with $139.4 million in 1992 and $105.0 million in 1991. Included in 1993 is a net benefit of $19.2 million, or $.09 per fully diluted common share, relating to a U.S. tax law change enacted in August. This law increases the top corporate tax rate from 34% to 35% retroactive to January 1, 1993. Since the Company has net deferred tax assets in the U.S., the effect of the tax rate change was to increase these tax assets with a corresponding reduction in provision for taxes.

Net income for 1993 was $565.4 million compared to $361.2 million in 1992 and a loss of $1.4 billion in 1991. Income before extraordinary items and changes in accounting principles was $361.6 million in 1993, up 22% from the 1992 level of $296.2 million. In 1991, income before extraordinary items and changes in accounting principles was a loss of $1.4 billion.

Excluding the effects of extraordinary items and accounting changes, fully diluted earnings per common share in 1993 were $1.48 compared to $1.04 in 1992. Because of the additional income caused by the accounting changes adopted in 1993, the earnings per share computation for 1993 assumes the conversion of Series A preferred stock. The 1992 computation did not assume such conversion since it would have been antidilutive. If the 1993 computation had been made on a basis comparable to that of 1992, fully diluted earnings per common share before extraordinary items and changes in accounting principles would have been $1.30 per share in 1993 compared to $1.04 per share in 1992.

Accounting Changes and Extraordinary Items

In December 1990, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") 106, which establishes accounting standards for postretirement benefits other than pensions. This statement requires the Company to change from the cash basis of accounting for such benefits by requiring the accrual, during the years that the employees render services, of the estimated cost of providing such benefits. SFAS 106 also requires the recognition of a transition obligation based on the aggregate amount that would have been accrued in prior years if the new rules had been in effect for those years. The Company adopted SFAS 106 effective January 1, 1993 and has recognized the entire transition

obligation. In November 1992, the Company announced changes to its postretirement benefit plans, effective January 1, 1993, whereby the Company's current subsidy will be phased out, ending as of January 1, 1996. Several lawsuits have been brought by plan participants challenging the announced changes to the plans and the Company is defending them vigorously. The recognition of the transition obligation decreased net income for 1993 by $194.8 million, net of $124.5 million of income tax benefits, or $.79 per fully diluted common share. Prior years' financial statements have not been restated.

In February 1992,the FASB issued SFAS 109 which establishes financial accounting and reporting standards for the effects of income taxes that result from a company's activities during the current and preceding years. The Company adopted this statement effective January 1, 1993. The cumulative effect of this change increased net income for 1993 by $425.0 million, or $1.73 per fully diluted common share. Prior years' financial statements have not been restated.

At December 31, 1993, the Company had deferred tax assets in excess of deferred tax liabilities of $1,123 million. For the reasons cited below, management believes that it is more likely than not that $773 million of such assets will be realized, therefore resulting in a valuation allowance of $350 million. In assessing the likelihood of realization of this asset, the Company has considered various factors including its forecast of future taxable income and available tax planning strategies that could be implemented to realize deferred tax assets.

The principal basis used to assess the likelihood of realization was the Company's forecast of future taxable income which was adjusted by applying varying probability factors to the achievement of this forecast. Forecasted taxable income is expected to arise from ordinary and recurring operations and to be sufficient to realize the entire amount of net deferred tax assets. Approximately $2.3 billion of future taxable income (predominantly U.S.) is needed to realize all of the net deferred tax assets.

The Company's net deferred tax assets include substantial amounts of net operating loss and tax credit carryforwards. The major portion of such carryforwards expire beyond the year 2003. In addition, substantial amounts of foreign net operating losses have an indefinite carryforward period. Failure to achieve forecasted taxable income might affect the ultimate realization of the net deferred tax assets. In recent years, the computer industry has undergone dramatic changes and there can be no assurance that in the future there could not be increased competition or other factors which may result in a decline in sales or margins, loss of market share, or technological obsolescence. The Company will evaluate quarterly the realizability of its net deferred tax assets by assessing its valuation allowance and by adjusting the amount of such allowance if necessary.

In 1993, the Company settled lawsuits with Honeywell Inc. in connection with its sale of the Sperry Aerospace Group in December 1986. The Company will make payments of $43.2 million spread over three years toward a $70 million total settlement, with the remaining amounts to be paid by insurance companies and an investment banking firm. The first of such payments of $14.4 million was paid by the Company in June 1993. As a result of the settlement, the Company recorded an extraordinary charge of $26.4 million, net of $16.8 million of income tax benefits, or $.11 per fully diluted common share.

In 1992, the Company recorded, in accordance with AICPA Opinion No. 11, an extraordinary item of $65.0 million, or $.36 per fully diluted common share, related to the tax benefit of book operating loss carryforwards. Since these tax benefits were not previously recognized in the Company's financial statements, accounting rules followed by the Company at that time required that they be reported as an extraordinary item in the results of operations in the period when they were realized.

Financial Condition

Net cash provided by operating activities amounted to $1,019.7, $1,176.5 and $919.5 million in 1993, 1992 and 1991, respectively. Investments in properties and rental equipment were $196.8, $251.7 and $248.3 million in 1993, 1992 and 1991, respectively. Proceeds from sales of properties were $26.5, $90.3 and $344.1 million in 1993, 1992 and 1991, respectively. The 1991 amounts included $206.8 million from the sale of Timeplex.

In March and July 1993, the Company redeemed all of its $200 million 9% Notes due October 1, 1993, and all of its $100 million 10 3/4% Notes due November 1, 1995, each at the redemption price of 100% of principal amount, plus accrued interest. In January 1994, the Company announced that it would redeem on February 11, 1994 the remaining $20 million outstanding 8.20% Sinking Fund Debentures due 1996, at a redemption price of 100% of the principal amount of the Debentures, plus accrued interest. In December 1993, the Company repurchased $15.0 million of its debt. The Company intends, from time to time, to continue to redeem or repurchase its debt securities in the open market or in privately negotiated transactions depending upon availability, market conditions and other factors.

In August 1993, the Securities and Exchange Commission declared effective a registration statement filed by the Company covering $500 million of debt or equity securities. Although the Company has no immediate plan for its utilization, the registration statement enables the Company to be prepared for future market opportunities. Proceeds from future offerings of these securities are anticipated to be used for general corporate purposes, including reduction or refinancing of debt.

In December 1992, the Company entered into a $300 million revolving credit agreement with a syndicate of banks, which expires on May 31, 1995. This agreement provides for short-term borrowings and up to $100 million of letters of credit and replaced the Company's $1.25 billion revolving credit agreement that was to expire January 11, 1993. During 1993, there were no borrowings under this agreement.

At December 31, 1993, total debt was $2.1 billion, a decline of $453.1 million from December 31, 1992 principally due to the redemptions of the Company's debt securities described above. Cash, cash equivalents and marketable securities at December 31, 1993 were $950.5 million compared to $882.8 million at December 31, 1992. During 1993, debt net of cash and marketable securities decreased $520.8 million to $1.1 billion. As a percent of total capital, debt net of cash and marketable securities at December 31, 1993 was 29% compared to 42% at December 31, 1992.

The credit rating of the Company's senior long-term debt was increased from B+ to BB- by Standard & Poor's Corporation in September 1993, from B+ to BB by Duff & Phelps Inc. in July 1993 and from B1 to Ba3 by Moody's Investors Service in May 1993.

Stockholders' equity increased $451.4 million during 1993, principally reflecting net income of $565.4 million and an increase of $89.2 million due to the contribution of seven million newly issued shares of the Company's common stock to its U.S. pension plan, offset by preferred dividends of $177.6 million and unfavorable currency translation adjustments of $23.3 million.

In 1993, quarterly dividends of $1.40625 per share were declared on the Company's Series A Cumulative Convertible Preferred Stock. The stated quarterly dividend on Series A stock is $.9375. At December 31, 1993, cumulative preferred dividends in arrears on all series of preferred stock amounted to $107.8 million. In February 1994, the Company declared a Series A dividend payable April 15, 1994 which includes full payment of the Series A dividend arrearage.

In 1994, the Company expects to settle certain open tax years with the Internal Revenue Service, which is expected to result in cash payments by the Company of approximately $125 million. These payments will not affect earnings since provision for these taxes has been made in prior years.

In November 1992, the FASB issued SFAS 112, "Employers Accounting for Postemployment Benefits," which is required to be adopted by January 1, 1994. This statement establishes financial accounting standards for employers that provide benefits to former or inactive employees after employment but before retirement. In May 1993, the FASB issued SFAS 115, "Accounting for Certain Investments in Debt and Equity Securities," which is required to be adopted by January 1, 1994. This statement addresses the accounting and reporting for investments in equity securities that have readily determinable fair values and for all investments in debt securities. The effect of adoption of these statements on the Company's consolidated financial position and results of operations is expected to be immaterial.

Consolidated Statement of Income
Unisys Corporation

Year Ended December 31 (Millions, except per share data)	1993	1992	1991
Revenue			
Sales	$4,705.4	$5,399.5	$5,714.6
Services	1,593.1	1,336.4	1,147.4
Equipment maintenance	1,444.0	1,686.0	1,834.1
	7,742.5	8,421.9	8,696.1
Costs and expenses			
Cost of sales	2,798.7	3,342.8	4,196.8
Cost of services	1,225.2	1,061.6	949.6
Cost of equipment maintenance	820.4	980.1	1,194.4
Selling, general and administrative expenses	1,648.9	1,780.8	2,295.3
Research and development expenses	515.2	535.9	638.9
	7,008.4	7,701.2	9,275.0
Operating income (loss)	734.1	720.7	(578.9)
Interest expense	241.7	340.6	407.6
Other income (expense), net	11.0	55.5	(301.8)
Income (loss) before income taxes	503.4	435.6	(1,288.3)
Estimated income taxes	141.8	139.4	105.0
Income (loss) before extraordinary items and changes in accounting principles	361.6	296.2	(1,393.3)
Extraordinary items	(26.4)	65.0	
Effect of changes in accounting principles	230.2		

Net income (loss)	565.4	361.2	(1,393.3)
Dividends on preferred shares	121.6	122.1	121.2
Earnings (loss) on common shares	$ 443.8	$ 239.1	$(1,514.5)
Earnings (loss) per common share			
Primary			
Before extraordinary items and changes in accounting principles	$ 1.46	$ 1.06	$ (9.37)
Extraordinary items	(.16)	.40	
Effect of changes in accounting principles	1.39		
Total	$ 2.69	$ 1.46	$ (9.37)
Fully diluted			
Before extraordinary items and changes in accounting principles	$ 1.48	$ 1.04	$ (9.37)
Extraordinary items	(.11)	.36	
Effect of changes in accounting principles	.94		
Total	$ 2.31	$ 1.40	$ (9.37)

See notes to consolidated financial statements.

Consolidated Balance Sheet
Unisys Corporation

December 31 (Millions)	1993	1992
Assets		
Current Assets		
Cash and cash equivalents	$ 835.4	$ 809.1
Marketable securities	115.1	73.7
Accounts and notes receivable, net	1,088.2	1,326.3
Inventories	753.9	873.8
Deferred income taxes	313.4	433.0
Other current assets	94.1	114.8
Total	3,200.1	3,630.7
Long-term receivables, net	104.3	205.4
Properties and rental equipment	2,776.0	3,075.6
Less-Accumulated depreciation	1,814.2	1,949.9
Properties and rental equipment, net	961.8	1,125.7
Cost in excess of net assets acquired	1,183.9	1,225.2
Investments at equity	303.6	283.9
Deferred income taxes	543.8	
Other assets	1,221.7	1,077.8
Total	$ 7,519.2	$ 7,548.7

Liabilities and stockholders' equity		
Current Liabilities		
Notes payable	$ 6.0	$ 53.2
Current maturities of long-term debt	25.0	283.1
Accounts payable	1,027.0	1,058.0
Other accrued liabilities	1,016.1	1,213.1
Dividends payable	39.9	46.1
Estimated income taxes	251.9	330.9

Total	2,365.9	2,984.4
Long-term debt	2,025.0	2,172.8
Other liabilities	432.8	147.4
Stockholders' equity		
Preferred stock	1,570.2	1,578.0
Common stock, shares issued:		
1993 - 171.2; 1992 - 162.6	1.7	1.6
Retained earnings (accumulated deficit)	159.8	(228.0)
Other capital	963.8	892.5
Stockholders' equity	2,695.5	2,244.1
Total	$7,519.2	$7,548.7

See notes to consolidated financial statements.

Consolidated Statement of Cash Flows
Unisys Corporation

Year Ended December 31 (Millions)	1993	1992	1991
Cash flows from operating activities			
Net income (loss)	$ 565.4	$ 361.2	$(1,393.3)
Add (deduct) items to reconcile net income (loss) to net cash provided by operating activities:			
Effects of extraordinary items and changes in accounting principles:	(203.8)	(65.0)	
Depreciation	290.8	357.0	459.4
Amortization:			
Marketable software	144.6	131.8	241.0
Cost in excess of net assets acquired	41.3	41.4	251.2
Decrease (increase) in deferred income taxes, net	202.6	(12.2)	(39.0)
Decrease in receivables, net	313.3	594.6	849.5
Decrease in inventories	119.9	151.0	372.3
(Decrease) increase in accounts payable and other accrued liabilities	(314.4)	(347.1)	53.0
(Decrease) increase in estimated income taxes	(164.9)	16.3	29.9
(Decrease) increase in other liabilities	(61.2)	(20.3)	42.1
Decrease (increase) in other assets	53.7	(172.6)	(34.5)
Other	32.4	140.4	87.9
Net cash provided by operating activities	1,019.7	1,176.5	919.5
Cash flows from investing activities			
Proceeds from investments	1,821.2	2,060.1	3,652.9
Purchases of investments	(1,829.4)	(2,033.7)	(3,624.3)
Proceeds from marketable securities	146.5		
Purchases of marketable securities	(187.2)	(73.7)	
Proceeds from sales of properties	26.5	90.3	344.1
Investment in marketable software	(118.7)	(110.2)	(167.7)
Capital additions of properties and rental equipment	(196.8)	(251.7)	(248.3)
Other			.5
Net cash used for investing activities	(337.9)	(318.9)	(42.8)
Cash flows from financing activities			
Proceeds from issuance of debt		973.6	
Principal payments of debt	(394.4)	(404.7)	(525.8)
Net (reduction in) proceeds from short-term borrowings	(47.2)	(1,362.2)	88.7
Dividends paid on preferred shares	(183.7)	(46.1)	(26.5)
Other	7.1	1.7	
Net cash used for financing activities	(618.2)	(837.7)	(463.6)

Effect of exchange rate changes on cash and cash equivalents	(37.3)	(24.4)	(2.9)
Increase (decrease) in cash and cash equivalents	26.3	(4.5)	410.2
Cash and cash equivalents, beginning of year	809.1	813.6	403.4
Cash and cash equivalents, end of year	$ 835.4	$ 809.1	$ 813.6

See notes to consolidated financial statements.

Notes to Consolidated Financial Statements
Unisys Corporation

1. Summary of significant accounting policies

Principles of consolidation

The consolidated financial statements include the accounts of all wholly owned subsidiaries. Investments in companies representing ownership interests of 20% to 50% are accounted for by the equity method.

Cash equivalents

All short-term investments purchased with a maturity of three months or less are classified as cash equivalents.

Marketable securities

Marketable securities, consisting principally of U.S. Government securities, are carried at cost plus accrued interest, which approximates market.

Inventories

Inventories are valued at the lower of cost or market. Cost is determined principally on the first-in, first-out method.

Properties, rental equipment and depreciation

Properties and rental equipment are carried at cost and are depreciated over the estimated lives of such assets using the straight-line method. Leasehold improvements are amortized over the shorter of the asset lives or the terms of the respective leases. The principal rates used are summarized below by classification of properties:

	Rate per Year (%)
Buildings	2 - 5
Machinery and equipment	5 - 25
Tools and test equipment	10 - 33 1/3
Rental equipment	25

Revenue recognition

Sales revenue is generally recorded upon shipment of product in the case of sales contracts, upon shipment of the program in the case of software, and upon installation in the case of sales-type leases. Revenue from service and rental agreements is recorded as earned over the lives of the respective contracts.

Revenue under cost-type contracts is recognized when costs are incurred, and under fixed-price contracts when products or services are accepted and billings can be made. General and administrative expenses are charged to income as incurred. Cost of revenue under long-term contracts is charged based on current estimated total costs. When estimates indicate a loss under a contract, cost of revenue is charged with a provision for such loss.

Income taxes

Income taxes are provided on taxable income at the statutory rates applicable to such income. Deferred taxes have not been provided on the cumulative undistributed earnings of foreign subsidiaries since such amounts are expected to be reinvested indefinitely.

Earnings per common share

In 1993 and 1992, the computation of primary earnings per share was based on the weighted average number of outstanding common shares and additional shares assuming the exercise of stock options. The computation of fully diluted earnings per share for both years further assumes the conversion of the 8 1/4% convertible subordinated notes due August 1, 2000. The computation of fully diluted earnings per share for 1993 further assumes conversion of Series A Cumulative Convertible Preferred Stock. In 1991, both primary and fully diluted earnings per common share were based on the weighted average number of outstanding common shares. The inclusion of additional shares assuming the conversion of Series A Cumulative Convertible Preferred Stock would have been antidilutive in 1992 and 1991. The shares used in the computations for the three years ended December 31, 1993 were as follows (in thousands):

	1993	1992	1991
Primary	165,070	163,725	161,552
Fully diluted	246,550	181,813	161,552

Cost in excess of net assets acquired

Cost in excess of net assets acquired represents the excess of cost over fair value of the net assets of Sperry Corporation and Convergent, Inc., which is being amortized on the straight-line method over 40 years and 12 years, respectively. Accumulated amortization at December 31, 1993 and 1992 was $524.7 and $483.4 million, respectively.

Software capitalization

The cost of development of computer software to be sold or leased is capitalized and amortized to cost of sales over the estimated revenue-producing lives of the products, but not in excess of three years following product release. Unamortized marketable software costs (which are included in other assets) at December 31, 1993 and 1992 were $294.5 and $320.4 million, respectively.

Translation of foreign currency

The local currency is the functional currency for most of the Company's international subsidiaries and, as such, assets and liabilities are translated into U.S. dollars at year-end exchange rates. Income and expense items are translated at average exchange rates during the year. Translation adjustments resulting from changes in exchange rates are reported in a separate component of stockholders' equity. Exchange gains and losses on certain forward exchange contracts designated as hedges of international net investments and exchange gains and losses on intercompany balances of a long-term investment nature are also reported in the separate component of stockholders' equity.

For those international subsidiaries operating in hyperinflationary economies, the U.S. dollar is the functional currency and, as such, nonmonetary assets and liabilities are translated at historical exchange rates and monetary assets and liabilities are translated at current exchange rates. Exchange gains and losses arising from translation are included in other income.

The Company also enters into forward exchange contracts and options which have been designated as hedges of certain transactional exposures. Gains and losses on these instruments are deferred and will be recognized as part of the transaction being hedged.

Reclassifications

Certain prior year amounts have been reclassified to conform with the 1993 presentation.

2. Accounting changes and extraordinary items

Effective January 1, 1993, the Company adopted the Financial Accounting Standard Board's Statement of Financial Accounting Standards ("SFAS") 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," and SFAS 109, "Accounting for Income Taxes." The adoption of SFAS 106 decreased net income $194.8 million, net of $124.5 million of income tax benefits, or $.79 per fully diluted common share, and the adoption of SFAS 109 increased net income by $425.0 million, or $1.73 per fully diluted common share. For further discussion of SFAS 106 and 109, see notes 14 and 4, respectively.

In 1993, the Company settled lawsuits with Honeywell Inc. in connection with its sale of the Sperry Aerospace Group in December 1986. As a result of the settlement, the Company recorded an extraordinary charge of $26.4 million, net of $16.8 million of income tax benefits, or $.11 per fully diluted common share.

In 1992, the Company recorded an extraordinary item of $65.0 million, or $.36 per fully diluted common share, related to the tax benefit of book operating loss carryforwards. See note 4.

3. 1991 special charges

In 1991, the Company recorded pretax charges of $1,200.0 million covering (a) $925.0 million for a work force reduction of approximately 10,000 people, product and market segment pruning, plant and excess facilities consolidation and other charges, (b) $200.0 million for a write-down of cost in excess of net assets acquired, and (c) $75.0 million for a write-off of an investment in the preferred stock of Memorex Corporation.

4. Estimated income taxes

Year ended December 31 (Millions)	1993	1992	1991
Income (loss) before income taxes			
United States	$375.7	$129.9	$(1,226.3)
Foreign	127.7	305.7	(62.0)
Total income (loss) before income taxes	$503.4	$435.6	$(1,288.3)
Estimated income taxes			
Current			
United States	$ (2.0)	$ 38.4	$ 28.1
Foreign	(34.3)	119.6	91.7
State and local	(10.2)	2.3	.6
Total	(46.5)	160.3	120.4
Deferred			
United States	127.8		
Foreign	47.5	(20.9)	(15.4)
State and local	13.0		
Total	188.3	(20.9)	(15.4)
Total estimated income taxes	$141.8	$139.4	$ 105.0

Reconciliation of United States statutory tax rate to effective tax rate follows:

Year ended December 31	1993	1992	1991
United States statutory income tax rate	35.0%	34.0%	34.0%
Change in U.S. tax rate	(3.8)		
State taxes	.8	.4	(.1)
Tax refund claims	(.8)	(3.9)	.3
Purchase price accounting adjustments	2.9	3.2	
Difference in estimated income taxes on foreign earnings and remittances	(2.8)	(.5)	(5.0)
Tax benefit of U.S. losses not recognized			(32.4)
Foreign withholding taxes			(3.6)
Other	(3.1)	(1.2)	(1.4)
Effective tax rate (benefit)	28.2%	32.0%	(8.2)%

As discussed in Note 2, the Company adopted SFAS 109 effective January 1, 1993. Prior years' financial statements have not been restated. Under the provisions of SFAS 109, deferred tax assets and liabilities are recognized using enacted tax rates and reflect the effect of "temporary differences" between the recorded amounts of assets and liabilities for financial reporting purposes and the tax basis of such assets and liabilities.

The tax effects of temporary differences and carryforwards which give rise to significant portions of deferred tax assets and liabilities at December 31, 1993 were as follows:

(Millions)	
Deferred tax assets:	
Tax loss carryforwards	$ 379.5
Foreign tax credit carryforwards	334.8
Other tax credit carryforwards	93.0
Capitalized R&D	171.4
Depreciation	115.2
Postretirement benefits	112.8
Employee benefits	91.5
Other	299.3
	1,597.5
Valuation allowance	(350.1)
Total deferred tax assets	$1,247.4
Deferred tax liabilities:	
Pensions	$281.4
Other	193.4
Total deferred tax liabilities	$474.8

SFAS 109 requires that deferred tax assets be reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax asset will not be realized. Valuation allowances have been provided on certain tax loss and tax credit carryforwards with short carryforward periods remaining. During 1993, the net decrease in the valuation allowance was $28.2 million.

Cumulative undistributed earnings of foreign subsidiaries for which no U.S. income or foreign withholding taxes have been recorded, because such earnings are expected to be reinvested indefinitely, approximated $500 million at December 31, 1993. Determination of the amount of unrecognized deferred tax liability with respect to such earnings is not practicable. The additional taxes payable on the earnings of foreign subsidiaries, if remitted, would be substantially offset by U.S. tax credits for foreign taxes already paid. While there are no specific plans to distribute the undistributed earnings in the immediate future, where economically appropriate to do so, such earnings may be remitted.

Cash paid during 1993, 1992 and 1991 for income taxes was $118.1, $157.5 and $105.5 million, respectively.

At December 31, 1993, the Company has U.S. federal and state and local tax loss carryforwards and foreign tax loss carryforwards for certain foreign subsidiaries, the tax effect of which is approximately $379.5 million. Many of these carryforwards are available for substantial periods. The Company also has available tax credit carryforwards of approximately $427.8 million, of which $115.0 million expire in 1994, $97.4 million expire in 1995, and the remainder thereafter.

In 1992, the Company recorded in accordance with AICPA Opinion No. 11, an extraordinary item of $65.0 million, or $.36 per fully diluted common share, related to the tax benefit of book operating loss carryforwards. Since these tax benefits were not previously recognized in the Company's financial statements, accounting rules followed by the Company at that time required that they be reported as an extraordinary item in the results of operations in the period when they were realized.

In 1993 the Internal Revenue Service continued its audit of Sperry Corporation for the years ended March 31, 1985 and 1986 and for the short period ended September 16, 1986. The audit of Timeplex, Inc. for the period July 1, 1984 to January 22, 1988 continued throughout the year, and resulted in a tentative agreement which is expected to be finalized in the first half of 1994. The Company is currently contesting issues in connection with Sperry Corporation for the years ended March 31, 1980-1984, and for Convergent, Inc. for the years 1981-1988. In management's opinion, adequate provisions for income taxes have been made for all years.

5. Current and long-term receivables, net

Current and long-term receivables, net comprise the following:

December 31 (Millions)	1993	1992
Accounts receivable, net	$1,052.9	$1,312.9
Sales-type leases, net	112.5	188.2
Installment accounts, net	27.1	30.6
Total, net	1,192.5	1,531.7
Less - Current receivables, net	1,088.2	1,326.3
Long-term receivables, net	$ 104.3	$ 205.4

6. Inventories

Inventories comprise the following:

December 31 (Millions)	1993	1992
Finished equipment and supplies	$354.1	$446.9
Work in process and raw materials	399.8	426.9
Total inventories	$753.9	$873.8

At December 31, 1993 and 1992, inventories included $288.0 and $378.3 million, respectively, of costs related to long-term contracts or programs. Progress payments applied against inventories at December 31, 1993 and 1992 amounted to $108.5 and $162.5 million, respectively.

7. Properties and rental equipment

Properties and rental equipment comprise the following:

December 31 (Millions)	1993	1992
Land	$ 105.6	$ 110.4
Buildings	362.7	379.1
Machinery and equipment	1,489.3	1,603.6
Tools and test equipment	362.4	402.9
Unamortized leasehold improvements	51.8	59.6
Construction in progress	25.6	28.7
Rental equipment	378.6	491.3
Total properties and rental equipment	$2,776.0	$3,075.6

8. Other accrued liabilities

Other accrued liabilities comprise the following:

December 31 (Millions)	1993	1992
Payrolls and commissions	$ 360.0	$ 419.5
Customers' deposit and prepayments	353.8	388.6
Taxes other than income taxes	143.7	144.4
Restructuring	111.1	244.6
Other	47.5	16.0
Total other accrued liabilities	$1,016.1	$1,213.1

9. Divestiture of operations

In 1991, the Company sold its Communications and Networks Group, which was comprised principally of the Company's Timeplex, Inc. networking subsidiary, to Ascom Holding A.G., a Swiss telecommunications and automation company, for $206.8 million. A modest gain was recorded on the sale. Second-half results for 1991 did not include the Timeplex business, which was sold as of June 30, 1991.

10. Long-term debt

Long-term debt comprises:

December 31 (Millions)	1993	1992
10 5/8% senior notes due 1999	$ 400.0	$ 400.0
8 1/4% convertible subordinated notes due 2000	345.0	345.0
9 3/4% senior notes due 1996	250.0	250.0
Credit sensitive notes due 1997	300.0	300.0
9 3/4% senior sinking fund debentures due 2016	190.0	190.0
9 1/2% notes due 1998	200.0	200.0
8 7/8% notes due 1997	135.0	150.0
8.2% sinking fund debentures	20.0	25.0
6 3/4% bonds due 1995	16.8	16.2
Japanese yen, 5.52% due 1996	100.3	106.8
11 3/8% subordinated notes due 1995	50.0	50.0
10 3/4% debentures		103.2
9% notes		200.0
Other	42.9	119.7
Total	2,050.0	2,455.9
Less - Current maturities	25.0	283.1
Total long-term debt	$2,025.0	$2,172.8

Total long-term debt maturities in 1994, 1995, 1996, 1997 and 1998 are $25.0, $72.2, $354.0, $436.0 and $211.0 million, respectively.

Cash paid during 1993, 1992 and 1991 for interest was $256.7, $324.7 and

$402.6 million, respectively.

The Company has a $300 million revolving credit agreement with a syndicate of banks which expires on May 31, 1995. This agreement provides for short-term borrowings and up to $100 million of letters of credit. The terms of the agreement provide for a minimum net worth requirement and interest coverage ratio, as defined therein. Additional terms include a limitation on the payment of dividends, prepayment of debt and amount of outstanding debt. The Company is required to have no borrowings outstanding under the revolving credit agreement for thirty consecutive days, or fifteen consecutive days during each half, of each calendar year. During 1993, there were no borrowings under this agreement, and at December 31, 1993, the Company was in compliance with all of its terms.

The Company pays commitment fees on the unused amount of the revolving credit agreement; there are no compensating balance requirements. Revolving credit borrowings, at the Company's option, are at the agent bank's base rate or the London Interbank Offered Rate, plus a margin depending on the Company's debt rating on its outstanding senior unsecured long-term debt securities. Commissions for letters of credit also vary depending on such debt rating. In addition, international subsidiaries maintain short-term credit arrangements with banks in accordance with local customary practice.

11. Leases

Rental expense, less income from subleases, for 1993, 1992 and 1991 was $228.1, $253.0 and $259.3 million, respectively.

Minimum net rental commitments under noncancelable operating leases outstanding at December 31, 1993, substantially all of which relate to real properties, were as follows: 1994, $208.3 million; 1995, $180.7 million; 1996, $159.8 million; 1997, $124.9 million; 1998, $105.9 million; and thereafter, $624.3 million.

12. Maintenance and repairs

Maintenance and repairs for 1993, 1992 and 1991 were $66.1, $89.7 and $93.9 million, respectively.

13. Business segment information

The Company operates primarily in one business segment - information systems and related services and supplies. This segment represents more than 90% of consolidated revenue, operating profit and identifiable assets. The Company's operations are structured to achieve consolidated objectives. As a result, significant interdependencies and overlaps exist among the Company's operating units. Accordingly, the revenue, operating profit and identifiable assets shown for each geographic area may not be indicative of the amounts which would have been reported if the operating units were independent of one another.

Sales and transfers between geographic areas are generally priced to recover cost plus an appropriate mark-up for profit. Operating profit is revenue less related costs and direct and allocated operating expenses, excluding interest and the unallocated portion of corporate expenses. Corporate assets are those assets maintained for general purposes, principally cash and cash equivalents, marketable securities, costs in excess of net assets acquired, deferred taxes and corporate facilities.

No single customer accounts for more than 10% of revenue. Revenue from various agencies of the U.S. Government approximated $2,287, $2,424 and $2,310 million in 1993, 1992 and 1991, respectively.

A summary of the Company's operations by geographic area is presented below:

(Millions)	1993	1992	1991

United States			
Customer revenue	$ 4,072.5	$ 4,149.7	$ 4,264.9
Affiliate revenue	1,054.4	1,396.2	1,215.5
Total	$ 5,126.9	$ 5,545.9	$ 5,480.4
Operating profit (loss)	$ 461.6	$ 303.4	$ (315.1)
Identifiable assets	1,880.3	2,455.9	2,956.2
Europe			
Customer revenue	$ 1,930.8	$ 2,477.8	$ 2,601.9
Affiliate revenue	107.5	163.7	172.5
Total	$ 2,038.3	$ 2,641.5	$ 2,774.4
Operating profit (loss)	$ (164.3)	$ 58.2	$ (470.8)
Identifiable assets	702.4	1,043.0	1,487.6
Americas/Pacific			
Customer revenue	$ 1,739.2	$ 1,794.4	$ 1,829.3
Affiliate revenue	182.9	231.6	164.8
Total	$ 1,922.1	$ 2,026.0	$ 1,994.1
Operating profit	$ 488.3	$ 511.7	$ 393.7
Identifiable assets	636.8	726.6	959.2
Adjustments and eliminations			
Affiliate revenue	$(1,344.8)	$(1,791.5)	$(1,552.8)
Operating profit	17.1	9.3	68.3
Identifiable assets	(66.6)	(136.8)	(200.8)
Consolidated			
Revenue	$ 7,742.5	$ 8,421.9	$ 8,696.1
Operating profit (loss)	$ 802.7	$ 882.6	$ (323.9)
General corporate expenses	(57.6)	(106.4)	(556.8)
Interest expense	(241.7)	(340.6)	(407.6)
Income (loss) before income taxes	$ 503.4	$ 435.6	$(1,288.3)
Identifiable assets	$ 3,152.9	$ 4,088.7	$ 5,202.2
Corporate assets	4,366.3	3,460.0	3,270.8
Total assets	$ 7,519.2	$ 7,548.7	$ 8,473.0

14. Employee plans

Retirement benefits

Defined benefit retirement income plans cover the majority of domestic employees and certain employees in countries outside the United States. In the U.S., the Company has retirement plans under which funds are deposited with a trustee. Major subsidiaries outside the United States provide for employee pensions in accordance with local requirements and customary practices, and several maintain funded defined benefit plans.

For plans covered by the Employee Retirement Income Security Act ("ERISA"), the Company's funding policy is to fund in accordance with ERISA funding standards. The various benefit formulas and the funding methods used in the international plans are in accordance with local requirements. Plan assets generally are invested in common stocks, fixed-income securities, insurance contracts and real estate. At December 31, 1993, the assets of the Company's U.S. pension plans included approximately seven million shares of the Company's common stock valued at approximately $89 million.

As a result of restructuring actions, net curtailment gains (losses) of $5.8, $18.2 and $(8.4) million have been recognized in 1993, 1992 and

1991, respectively.

Other postretirements benefits

The Company provides certain health care benefits for U.S. employees who retire or terminate after qualifying for such benefits. Most international employees are covered by government-sponsored programs and the cost to the Company is not significant. The Company expects to fund its share of such benefit costs principally on a pay-as-you-go basis.

As discussed in note 2, the Company adopted SFAS 106 effective January 1, 1993. Prior years' financial statements have not been restated. SFAS 106 requires the Company to change from the cash basis of accounting for such benefits by requiring the accrual, during the years that the employee renders services, of the estimated cost of providing such benefits.

In November 1992, the Company announced changes to its postretirement benefit plans, effective January 1, 1993, whereby the Company's current subsidy will be phased out, ending as of January 1, 1996. Several lawsuits have been brought by plan participants challenging the announced changes to the plans, and the Company is defending them vigorously.

The net periodic postretirement benefit cost under SFAS 106 amounted to $24.5 million in 1993. Amounts included in expense for 1992 and 1991, under the previous cash basis of accounting, were $60.5 and $51.4 million, respectively. The adoption of SFAS 106 had the effect of decreasing 1993 postretirement benefit expense by $28.1 million, or $.07 per fully diluted common share.

Net periodic postretirement benefit cost for 1993 includes the following components:

(Millions)	
Service cost - benefits earned during the period	$ 1.2
Interest cost on accumulated postretirement benefit obligation	26.1
Return on plan assets	(2.8)
Net periodic postretirement benefit cost	$24.5

The status of the plan and amounts recognized in the Company's consolidated balance sheet at December 31, 1993 were as follows:

(Millions)	
Actuarial present value of accumulated postretirement benefit obligation:	
Retirees	$290.7
Fully eligible active plan participants	15.1
Other active plan participants	19.1
	324.9
Less plan assets at fair value	(30.2)
Accrued postretirement benefit liability in excess of plan assets	294.7
Unrecognized net loss	(9.9)
Accrued postretirement benefit obligation recognized in the consolidated balance sheet	$284.8

As of December 31, 1993, $251.1 million of this liability was classified as long-term and $33.7 million was classified as a current liability.

The assumed rate of return on plan assets was 10% and the weighted average discount rate used to measure the accumulated postretirement benefit obligation was 7.35%. The assumed health care cost trend rate used in measuring the expected cost of benefits covered by the plan was 11% for 1994, gradually declining to 6% in 2005 and thereafter. A one-percentage point increase in the assumed health care cost trend rate would increase the accumulated postretirement benefit obligation at December 31, 1993 by $34.2 million and increase the aggregate of the service and interest cost components of net periodic postretirement health care benefit cost by $2.6 million.

Stock plans

Under plans approved by the stockholders, stock options, stock appreciation rights, restricted stock and performance units may be granted to officers and other key employees.

Options have been granted to purchase the Company's common stock at 100% of the fair market value at the date of grant. Options have a maximum duration of ten years and become exercisable in annual installments over a two, three or four year period following date of grant.

Retirement benefits

The plans' funded status and amounts recognized in the Company's consolidated balance sheet at December 31, 1993 and 1992 were as follows:

	Assets Exceed Accumnulated Benefits				Accumulated Benefits Exceed Assets			
	U.S. Plans		Int'l Plans		U.S. Plans		Int'l Plans	
	1993	1992	1993	1992	1993	1992	1993	1992
Actuarial present value of benefit obligations:								
Vested benefit obligation	$3,188.5	$2,828.1	$476.7	$ 374.0	$ 44.6	$ 39.8	$ 26.7	$ 27.3
Accumulated benefit obligation	$3,306.8	$2,935.3	$502.7	$ 392.7	$ 46.9	$ 39.9	$ 42.1	$ 39.3
Projected benefit obligation	$3,372.0	$2,953.8	$566.6	$ 510.9	$ 51.6	$ 44.6	$ 48.3	$ 53.0
Plan assets at fair value	3,431.2	3,161.6	659.3	576.0			26.2	27.0
Projected benefit obligation less than or (in excess of) plan assets	59.2	207.8	92.7	65.1	(51.6)	(44.6)	(22.1)	(26.0)
Unrecognized net loss or (gain)	697.0	445.4	(16.7)	(15.8)	11.6	4.4	.8	.2
Unrecognized prior service (benefit) cost	(172.1)	(191.1)	12.5	14.1	1.5	1.4	1.7	2.9
Unrecognized net (asset) obligation at date of adoption	(.8)	(.8)	(3.2)	(4.1)	5.7	6.5	4.5	5.8
Purchase price adjustment		(67.5)		(14.4)				
Prepaid pension cost (pension liability) recognized in the consolidated balance sheet	$ 583.3	$ 393.8	$ 85.3	$ 44.9	$(32.8)	$ (32.3)	$(15.1)	$(17.1)

Net periodic pension cost for 1993, 1992 and 1991 includes the following components:

	U.S. Plans			International Plans		
	1993	1992	1991	1993	1992	1991
Service cost - benefits earned during the period	$ 58.9	$ 33.4	$ 41.9	$ 18.4	$ 21.7	$ 24.5
Interest cost on projected benefit obligation	246.8	239.0	227.6	42.3	47.3	45.1
Return on assets	(372.8)	(153.6)	(569.3)	(116.1)	(49.5)	(69.9)
Net amortization and deferral	41.6	(170.8)	246.8	58.2	(10.6)	10.9
Net periodic pension cost	$ (25.5)	$ (52.0)	$ (53.0)	$ 2.8	$ 8.9	$ 10.6

The assumptions used to determine the above data were as follows:

Discount rate	7.38%	8.50%	8.50%	6.93%	8.53%	8.68%
Rate of increase in compensation levels	5.13%	6.25%	6.25%	4.27%	6.25%	6.52%
Expected long-term rate of return on assets	10.00%	10.00%	10.00%	9.15%	9.49%	9.83%

Stock plans

A summary of the changes in shares under option for all plans follows:

Year ended December 31	1993		1992	
(Shares in thousands)	Shares	Price Range	Shares	Price Range

Outstanding at beginning of year	14,048.3	$3 3/4 - 44 1/2	11,954.2	$3 3/4 - 50 1/2
Granted	3,501.2	$10 1/8 - 13 5/8	3,547.1	$8 1/2 - 10 1/8
Exercised	(1,566.6)	$3 3/4 - 9 7/8	(405.1)	$3 3/4 - 6
Canceled	(580.7)		(1,047.9)	
Outstanding at end of year	15,402.2	$3 3/4 - 44 1/2	14,048.3	$3 3/4 - 44 1/2
Exercisable at end of year	8,987.2		8,360.1	
Shares available for granting options at end of year	2,157.7		2,021.2	

15. Stockholders' equity

The Company has 360,000,000 authorized shares of common stock. In 1991, the Certificate of Incorporation of the Company was amended to change the par value of the common stock from $5 per share to $.01 per share. The Company has 40,000,000 shares of authorized preferred stock, par value $1 per share, issuable in series.

In 1993, the Company contributed seven million shares of its common stock, valued at $89.2 million, to its U.S. pension plan.

The Company has authorization to issue up to 30,000,000 shares of Series A Cumulative Convertible Preferred Stock ("Series A Preferred Stock"), 10 shares of Series B Cumulative Convertible Preferred Stock ("Series B Preferred Stock") and 20 shares of Series C Cumulative Convertible Preferred Stock ("Series C Preferred Stock").

In 1992, the Company resumed the payment of dividends on preferred stock which had been suspended in February 1991. At December 31, 1993, cumulative preferred dividends of $107.8 million were in arrears, which represented three and one-half quarterly dividends or $3.28 per share for Series A Preferred Stock and $487,650.27 per share for Series B and C Preferred Stock. If, on the date used to determine stockholders of record for a meeting of stockholders at which directors are to be elected, such preferred stock dividends are in arrears in an amount equal to at least six quarterly dividends, the number of members of the Board of Directors will be increased by two as of the date of such stockholders' meeting and the holders of shares of Series A Preferred Stock will be entitled to vote for and elect such two additional directors.

Each share of Series A Preferred Stock (i) accrues quarterly cumulative dividends of $3.75 per share per annum, (ii) has a liquidation preference of $50.00 plus accrued and unpaid dividends, (iii) is convertible into 1.67 shares of the Company's common stock, subject to customary anti-dilution adjustments, and (iv) is redeemable at the option of the Company under certain circumstances and at varying prices.

Mitsui & Co., Ltd. ("Mitsui") owns $150 million of convertible preferred stock, which includes 10 shares of Series B Preferred Stock and 20 shares of Series C Preferred Stock. The Series B Preferred Stock and the Series C Preferred Stock are convertible at the option of the holder into the Company's common stock at conversion prices of $20.00 and $21.00 per share, respectively, subject to customary anti-dilution adjustments. Both Series B Preferred Stock and Series C Preferred Stock (i) have a stated value of $5 million per share, (ii) accrue quarterly cumulative dividends based on such stated value at 8 7/8% per annum until June 28, 1995 and 9 1/2% per annum from June 28, 1995 to June 28, 1997, (iii) accrue dividends on the amount of any unpaid dividends, (iv) are redeemable at the option of the Company at a premium which is determined by reference to interest rates then in effect and the amount of time then remaining to June 28, 1997, and (v) are entitled to receive upon liquidation the stated value plus accrued and unpaid dividends. In the event that the Series B Preferred Stock and Series C Preferred Stock have not been previously redeemed by the Company or converted by the holder, the Company will be required to convert both series into the Company's common stock based on the then-current market price after June 28, 1996 (or after June 28, 1995 if so requested by Mitsui, the original holder of the Series B Preferred Stock and Series C Preferred Stock), or earlier under certain extraordinary circumstances, and conduct a managed sale program of the common stock. To the extent that the proceeds received by Mitsui from such managed sale program are less than the stated value of the shares so converted, plus accrued and unpaid dividends and a present valued premium amount if such conversion takes place before June 28, 1997, the Company has agreed to issue additional shares of capital stock to Mitsui which will be sold in a manner approved by the Company until Mitsui receives proceeds equal to the sum of such amounts. Shares of Series B Preferred Stock and Series C Preferred Stock rank pari passu with each other and with Series A Preferred Stock, and the holders of Series A, B and C Preferred Stock have priority as to dividends over holders of the Company's common stock and other series or classes of the Company's stock which rank junior with regard to dividends. Each series of Cumulative Convertible Preferred Stock is non-voting except with respect to certain matters relating to the rights and preferences of such series. With respect to such matters, each of the Series B Preferred Stock and Series C Preferred Stock votes separately as a class. The Series A Preferred Stock also votes as a class on these matters, but its class includes the Series B Preferred Stock and Series C Preferred Stock, as well as any other series of preferred stock having equal rank as to dividends and liquidation rights.

Each outstanding share of common stock has attached to it one preferred share purchase right (a "Right"). Each Right entitles the registered holder to purchase for $75, under certain circumstances, one three-hundredth of a share of Junior Participating Preferred Stock, par value $1 per share. The Rights become exercisable only if a person or group acquires 20% or more of the Company's common stock, or announces a tender or exchange offer for 30% or more of the common stock. If the Company is acquired (or survives in a reverse merger transaction) or 50% or more of its consolidated assets or earning power are sold, each Right will entitle its holder to purchase a number of the acquiring company's common shares (or the Company's common shares) having a market value of $150. The Company will be entitled to redeem the Rights at one and two-thirds cents per Right prior to the earlier of the expiration of the Rights at March 17, 1996, or the time that a 20% position has been acquired. Until the Rights become exercisable, they have no dilutive effect on net income per common share.

At December 31, 1993, 147.3 million shares of unissued common stock of the Company were reserved for the following: 57.2 million for convertible preferred stock, 33.7 million for the 8 1/4% convertible subordinated debentures and 56.4 million for stock options, stock purchase and savings plans.

Changes in issued shares during the three years ended December 31, 1993 were as follows:

	Preferred Stock				
	Series A	Series B	Series C	Common Stock	Treasury Stock
Balance at December 31, 1990	28,568,770	10	20	162,081,318	(311,127)
Issuance of stock under stock purchase, option and other plans				101,700	
Restricted stock					(214,481)
Issuance of stock under license agreement					19,937
Other	(7,881)			13,669	
Balance at December 31, 1991	28,560,889	10	20	162,196,687	(505,671)
Issuance of stock under stock purchase, option and other plans				405,115	(26,249)
Restricted stock					(216,522)
Issuance of stock under license agreement					75,887
Other	(1,291)			2,234	
Balance at December 31, 1992	28,559,598	10	20	162,604,036	(672,555)
Issuance of stock under stock purchase, option and other plans				1,566,568	(133,628)
Contribution to pension plan				7,000,000	
Other	(155,159)			423	

Balance at December 31, 1993	28,404,439	10	20	171,171,027	(806,183)

Changes in stockholders' equity during the three years ended December 31, 1993 were as follows:

(Millions)	Preferred Stock Series A	Preferred Stock Series B	Preferred Stock Series C	Common Stock	Retained Earnings (Accumulated Deficit)	Other Capital: Treasury Stock	Other Capital: Translation Adjustments	Other Capital: Other, Principally Paid-In Capital
Balance at December 31, 1990	$1,428.4	$50.0	$100.0	$ 810.4	$ 900.8	$ (4.6)	$ (223.5)	$ 423.9
Change in par value				(809.2)				809.2
Issuance of stock under stock purchase, option and other plans				.4				.1
Restricted stock						(5.3)		3.8
Issuance of stock under license agreement						.6		(.5)
Net loss					(1,393.3)			
Dividends					(4.5)			
Translation adjustments							(72.3)	
Other	(.4)							.4
Balance at December 31, 1991	1,428.0	50.0	100.0	1.6	(497.0)	(9.3)	(295.8)	1,236.9
Issuance of stock under stock purchase, option and other plans						(.2)		1.7
Restricted stock						(5.6)		5.6
Issuance of stock under license agreement						1.5		(.7)
Net income					361.2			
Dividends					(92.2)			
Translation adjustments							(41.7)	
Other								.1
Balance at December 31, 1992	1,428.0	50.0	100.0	1.6	(228.0)	(13.6)	(337.5)	1,243.6
Issuance of stock under stock purchase, option and other plans						(1.7)		7.1
Contribution to pension plan				.1				89.2
Net income					565.4			
Dividends					(177.6)			
Translation adjustments							(23.3)	
Other	(7.8)							
Balance at December 31, 1993	$1,420.2	$50.0	$100.0	$ 1.7	$ 159.8	$(15.3)	$ (360.8)	$1,339.9

16. Financial instruments

The Company has a hedging policy designed to minimize its exposure to foreign currency fluctuations. Forward exchange contracts and options are entered into on a continuous basis for periods consistent with the Company's exposures, and such instruments generally have maturities of less than a year. At December 31, 1993 and 1992, the Company had $903.8 and $1,743.4 million of forward foreign exchange contracts and options outstanding, respectively.

The Company has entered into certain interest rate and currency swap agreements which effectively convert variable-rate obligations into fixed-rate obligations and foreign currency denominated debt into U.S. dollar denominated debt. At December 31, 1993 and 1992, the Company had $346.4 and $475.7 million of notional value of such swaps outstanding, respectively.

The Company's theoretical risk in the transactions referred to above is the cost of replacing, at current market rates, these contracts in the event of default by the counterparties; however, the Company believes such risk to be remote.

Financial instruments with potential credit risk consist principally of temporary cash investments and receivables. Temporary investments are placed with creditworthy financial institutions, primarily in over-securitized treasury repurchase agreements, U.S. Government securities, Euro-time deposits or commercial paper of major corporations. Receivables are due from a large number of customers which are dispersed worldwide across many industries. At December 31, 1993 and 1992, the Company had no significant concentrations of credit risk.

At December 31, 1993 and 1992, the estimated fair value of the Company's long-term debt was $2,273.2 and $2,504.3 million, respectively, and the amount reported in the balance sheet was $2,050.0 and $2,455.9 million, respectively. At December 31, 1993 and 1992, the estimated fair value of the Company's foreign currency contracts and options was $154.2 and $114.4 million, respectively, and the amount reported in the balance sheet was $11.4 and $20.0 million, respectively. At December 31, 1993 and 1992, the estimated fair value of the Company's interest rate and currency swaps was a loss of $1.6 and $22.4 million, respectively, and the amount reported in the balance sheet was zero.

The carrying amount of cash, cash equivalents and marketable securities approximates fair value because of the short maturity of these instruments. The fair value of the Company's long-term debt was based on the quoted market prices for publicly traded issues. For debt which is not publicly traded, the fair value was estimated based on current yields to maturity for the Company's publicly traded debt with similar maturities. The fair value of foreign currency contracts and options, and interest rate and currency swaps were estimated by obtaining from brokers market data for calculation components used to derive the value of comparable contracts.

17. Litigation

In 1991, the Company and the U.S. Government concluded a final global settlement of the "Ill Wind" investigation and certain other investigative and litigation matters. In the settlement agreement, the Company agreed to the following payments and concessions: (a) cash payments, exclusive of interest, totaling $54 million over a period of five years; (b) the forgoing of negotiated profits and fees, estimated at $46 million, on the North Warning System radar contract (the contract is scheduled to be completed in late 1994); and (c) contingency payments, not to exceed a total of $90 million, to be made through 1997, subject to annual caps, based upon the amount of asset sales and net income reported by the Company during such period.

Item (a) above had previously been accrued by the Company. No accrual is required by generally accepted accounting principles in respect of item (b) since the agreement reached is in effect a lowering of the contract revenue to be paid by the government. The payments for item (c) are contingent upon future events; therefore no accrual is required until the events occur. Through December 31, 1993, the Company has paid and expensed $23.8 million of such contingency payments.

There are various lawsuits, claims and proceedings that have been brought or asserted against the Company. Although the ultimate results of these lawsuits, claims and proceedings are not presently determinable, management does not expect that these matters will have a material adverse effect on the Company's consolidated financial position or consolidated statement of income.

Report of Independent Auditors
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To the Board of Directors of Unisys Corporation

We have audited the accompanying consolidated balance sheets of Unisys Corporation at December 31, 1993 and 1992, and the related consolidated statements of income and cash flows for each of the three years in the period ended December 31,1993. These financial statements are the responsibility of Unisys Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Unisys Corporation at December 31, 1993 and 1992, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 1993 in conformity with generally accepted accounting principles.

As discussed in Note 2 to the consolidated financial statements, the Company changed its methods of accounting for postretirement benefits other than pensions and income taxes.

ERNST & YOUNG

Philadelphia, Pennsylvania
January 24, 1994

Supplemental Financial Data (Unaudited)
Unisys Corporation

Quarterly financial information

(Millions, except per share data)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
1993					
Revenue	$1,907.5	$1,927.2	$1,806.7	$2,101.1	$7,742.5
Gross profit	689.1	752.1	662.9	794.1	2,898.2
Income before income taxes	83.5	151.5	95.4	173.0	503.4
Income before extraordinary item and changes in accounting principles	56.8	103.0	84.1	117.7	361.6
Net income	260.6	103.0	84.1	117.7	565.4
Dividends on preferred shares	30.4	30.6	30.3	30.3	121.6
Earnings on common shares	230.2	72.4	53.8	87.4	443.8
Earnings per common share - primary					
Before extraordinary item and changes in accounting principles	.16	.44	.33	.53	1.46
Extraordinary item	(.16)				(.16)
Effect of changes in accounting principles	1.39				1.39
Total	1.39	.44	.33	.53	2.69
Earnings per common share - fully diluted					
Before extraordinary item and changes in accounting principles	.23	.39	.29	.46	1.48
Extraordinary item	(.11)				(.11)
Effect of changes in accounting principles	.94				.94
Total	1.06	.39	.29	.46	2.31
Market price per common share - high	13 7/8	13 3/4	12 1/4	13 1/8	13 7/8
- low	9 7/8	10 3/4	9 7/8	10 3/4	9 7/8
1992					
Revenue	$2,009.5	$2,088.5	$2,067.5	$2,256.4	$8,421.9
Gross profit	685.0	768.1	738.9	845.4	3,037.4
Income before income taxes	67.1	133.8	85.9	148.8	435.6
Income before extraordinary item	48.3	88.4	58.3	101.2	296.2
Net income	48.3	105.4	68.3	139.2	361.2
Dividends on preferred shares	30.4	30.6	30.6	30.5	122.1
Earnings on common shares	17.9	74.8	37.7	108.7	239.1
Earnings per common share - primary					
Before extraordinary item	.11	.35	.17	.43	1.06
Extraordinary item		.11	.06	.23	.40
Total	.11	.46	.23	.66	1.46
Earnings per common share - fully diluted					

Before extraordinary item	.11	.35	.17	.43	1.04
Extraordinary item		.10	.06	.15	.36
Total	.11	.45	.23	.58	1.40
Market price per common share - high	11 3/4	11 1/4	10 3/8	10 7/8	11 3/4
- low	4 1/8	8 3/8	8	7 3/4	4 1/8

<FN>
In the first quarter of 1993, the Company adopted SFAS 106 and 109. See Note 2 to the Notes to Consolidated Financial Statements.

The individual quarterly per common share amounts may not total to the per common share amount for the full year because of accounting rules governing the computation of earnings per common share.

Market prices per common share are as quoted on the New York Stock Exchange composite listing.

Selected financial data

(Millions, except per share data)	1993	1992	1991	1990	1989	1988	1987 <F4>
Results of operations							
Revenue	$7,742.5	$8,421.9	$ 8,696.1	$10,111.3	$10,096.9	$ 9,935.2	$ 9,732.0
Operating income (loss)	734.1	720.7	(578.9)	44.0	(210.2)	1,106.1	1,117.7
Income (loss) before income taxes	503.4	435.6	(1,288.3)	(337.3)	(554.3)	958.6	951.3
Income (loss) before extraordinary items and changes in accounting principles	361.6	296.2	(1,393.3)	(436.7)	(639.3)	680.6	578.0
Net income (loss)	565.4	361.2	(1,393.3)	(436.7)	(639.3)	680.6	578.0
Dividends on preferred shares	121.6	122.1	121.2	114.3	107.2	107.1	106.9
Earnings (loss) on common shares	443.8	239.1	(1,514.5)	(551.0)	(746.5)	573.5	471.1
Earnings (loss) per common share							
Primary	2.69 <F1>	1.46 <F1>	(9.37)	(3.45)	(4.71)	3.58	3.15
Fully diluted	2.31 <F1>	1.40 <F1>	(9.37)	(3.45)	(4.71)	3.27	2.93
Dividends declared per common share				.50	1.00	.98	.90 2/3
Financial position							
Working capital	$ 834.2	$ 646.3	$ 557.7	$ 597.5	$ 1,540.0	$ 2,438.6	$ 1,752.6
Total assets	7,519.2	7,548.7	8,473.0	10,319.8	10,779.6	11,561.0	10,601.8
Long-term debt	2,025.0	2,172.8	2,694.6	2,494.6	3,247.8	3,078.1	2,377.1
Common stockholders' equity <F2>	1,017.5	541.8	342.1	1,907.0	2,452.9	3,526.1	3,118.3
Common stockholders' equity per share	5.97	3.35	2.12	11.79	15.49	22.24	20.90
Other data							
Engineering, research and development <F3>	$ 934.7	$ 980.7	$ 1,147.4	$ 1,274.8	$ 1,445.2	$ 1,419.5	$ 1,318.5
Capital additions of properties and rental equipment	196.8	251.7	248.3	460.1	615.4	669.9	720.9
Investment in marketable software	118.7	110.2	167.7	210.5	195.0	183.6	114.7
Depreciation	290.8	357.0	459.4	528.9	533.5	593.2	590.8
Amortization							
Marketable software	144.6	131.8	241.0	161.6	111.5	64.2	30.7
Cost in excess of net assets acquired	41.3	41.4	251.2	61.7	59.2	35.0	26.9
Common shares outstanding (millions)	170.4	161.9	161.7	161.8	158.4	158.6	149.2
Stockholders of record (thousands)	47.8	51.7	54.6	52.3	45.6	42.4	38.6
Employees (thousands)	49.0	54.3	60.3	75.3	82.3	93.0	92.5

<FN>
<F1> Includes in 1993, the effect of changes in accounting principles and extraordinary item of $1.23 primary and $.83 fully diluted and in 1992 an extraordinary item of $.40 primary and $.36 fully diluted.
<F2> After deduction of cumulative preferred dividends in arrears.
<F3> Includes company and customer-funded research and development.
<F4> Years prior to 1987 are not comparable with those presented here due to the merger of Sperry Corporation and Burroughs Corporation in 1986.

Revenue by similar classes of products and services

Year ended December 31 (Millions)	1993		1992		1991	
Enterprise systems and servers	$1,648.4	21%	$1,966.1	23%	$2,028.9	23%
Departmental servers and desktop systems	750.3	10	1,083.6	13	1,197.5	14
Software	779.9	10	712.2	8	652.5	8
Custom defense systems	1,526.8	20	1,637.6	20	1,835.7	21
Total sales	4,705.4	61	5,399.5	64	5,714.6	66
Information services and systems integration	1,593.1	21	1,336.4	16	1,147.4	13
Equipment maintenance	1,444.0	18	1,686.0	20	1,834.1	21
Total	$ 7,742.5	100%	$8,421.9	100%	$8,696.1	100%

Enterprise systems and servers comprise a complete line of small to large processors and related communications and peripheral products, such as printers, storage devices and document handling processors and equipment. Departmental servers and desktop systems include UNIX servers, workstations, personal computers and terminals. Software consists of application and systems software. Custom defense systems include specialized information processing systems, software and services marketed primarily to government defense agencies. Information services and systems integration includes systems integration, outsourcing services, application development, information planning and education. Equipment maintenance results from charges for preventive maintenance, spare parts and other repair activities.

Individual products have been assigned to a specific class based on a variety of factors. Over time, reclassification of products may be necessary because of changing technology, Company strategy and market conditions. Such evolution from year to year must be kept in mind when using the above table for trend analysis.

Common Stock Information

Unisys common stock (trading symbol "UIS") is listed for trading on the New York Stock Exchange and on exchanges in Amsterdam, Antwerp, Basel, Brussels, Geneva, Lausanne, London, and Zurich.

At December 31, 1993, there were 170.4 million shares outstanding and about 48,000 stockholders of record.

EXHIBIT 21

SUBSIDIARIES OF THE REGISTRANT

Unisys Corporation, the registrant, a Delaware company, has no parent.

The registrant owns directly or indirectly all the voting securities of the following subsidiaries:

Name of Company	State or Other Jurisdiction Under the Laws of Which Organized
Unisys Canada Inc.	Canada
Convergent, Inc.	Delaware
Unisys Finance Corporation	Michigan
Unisys Australia Limited	Michigan
Unisys Espana S.A.	Spain
Unisys (Schweiz) A.G.	Switzerland
Unisys Belgium	Belgium
Unisys Deutschland G.m.b.H.	Germany
Unisys Eletronica Ltda.	Brazil
Unisys France	France
Unisys Italia S.p.A.	Italy
Unisys Limited	England
Unisys Nederland N.V.	Netherlands

The names of certain subsidiaries are omitted from the above list; such subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

EXHIBIT 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Annual Report (Form 10-K) of Unisys Corporation of our report dated January 24, 1994, included in the 1993 Annual Report to Stockholders of Unisys Corporation.

Our audits also included the financial statement schedules of Unisys Corporation listed in Item 14(a). These schedules are the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, the financial statement schedules referred to above, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

We consent to the incorporation by reference in the following Registration Statements: (1) Registration Statement (Form S-8 No. 33-20588) pertaining to the Unisys Savings Plan, (2) Registration Statement (Form S-8 No. 33-7893) pertaining to the Burroughs LTIP, (3) Registration Statement (Form S-8 No. 2-76948) pertaining to Burroughs Employees 1972 Payroll Deduction Stock Purchase Plans, (4) Registration Statement (Form S-8 No. 33-4317) pertaining to the Burroughs 1985 Payroll Deduction Stock Purchase Plan, (5) Registration Statement (Form S-8 No. 33-20204) pertaining to the Unisys Retirement Investment Plan, (6) Registration Statement (Form S-8 No. 33-20205) pertaining to the Unisys Retirement Investment Plan II, (7) Registration Statement (Form S-3 No. 33-25715) of Unisys Corporation, (8) Registration Statement (Form S-8 No. 33-3937) pertaining to the Burroughs LTIP, (9) Registration Statement (Form S-8 No. 2-63842) pertaining to the Burroughs LTIP, (10) Registration Statement (Form S-8 No. 33-34771) pertaining to the Unisys Retirement Investment Plan, (11) Registration Statement (Form S-8 No. 33-38711) pertaining to the Unisys Savings Plan, (12) Registration Statement (Form S-8 No. 33-38712) pertaining to the Unisys Retirement Investment Plan II, (13) Registration Statement (Form S-8 No. 33-38713) pertaining to the Unisys Retirement Investment Plan, (14) Registration Statement (Form S-8 No. 33-40259) pertaining to the Unisys LTIP, (15) Registration Statement (Form S-3 No. 33-35437) of Unisys Corporation, (16) Registration Statement (Form S-3 No. 33-64396) of Unisys Corporation, and (17) Registration Statement (Form S-3 No. 33-51747) of Unisys Corporation; of our report dated January 24, 1994, with respect to the financial statements incorporated herein by reference and our report included in the preceding paragraph with respect to the financial statement schedules included in the 1993 Annual Report (Form 10-K) of Unisys Corporation for the year ended December 31, 1993.

/s/ ERNST & YOUNG

Philadelphia, Pennsylvania
March 28, 1994

EXHIBIT 24

POWER OF ATTORNEY
Unisys Corporation
Annual Report on Form 10-K
for the year ended December 31, 1993

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby make, constitute and appoint JAMES A. UNRUH, BOBETTE JONES AND GEORGE T. ROBSON, and each one of them severally, his true and lawful attorneys-in-fact and agents, for such person and in such person's name, place and stead, to sign the Unisys Corporation Annual Report on Form 10-K for the year ended December 31, 1993, and any and all amendments thereto and to file such Annual Report on Form 10-K and any and all amendments thereto with the Securities and Exchange Commission, and does hereby grant unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as said person might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agents and each of them may lawfully do or cause to be done by virtue hereof.

Dated: February 24, 1994

/s/ J. P. Bolduc
J. P. Bolduc
Director

/s/ Robert McClements, Jr.
Robert McClements, Jr.
Director

/s/ James J. Duderstadt
James J. Duderstadt
Director

/s/ William G. Milliken
William G. Milliken
Director

/s/ Gail D. Fosler
Gail D. Fosler
Director

/s/ Alan E. Schwartz
Alan E. Schwartz
Director

/s/ Melvin R. Goodes
Melvin R. Goodes
Director

/s/ Donald V. Seibert
Donald V. Seibert
Director

/s/ Edwin A. Huston
Edwin A. Huston
Director

/s/ James A. Unruh
James A. Unruh
Chairman of the Board, Chief Executive Officer and Director

/s/ Kenneth A. Macke
Kenneth A. Macke
Director