

VARON LESLIE F
Form 4
February 16, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VARON LESLIE F

(Last) (First) (Middle)
XEROX CORPORATION, 800
LONG RIDGE ROAD
(Street)

STAMFORD, CT 06904

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XEROX CORP [XRX]

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock					3,510.47	I	Employee Stock Ownership Plan
Common Stock					5	I	Spouse
Incentive Stock Rights	01/02/2007		J(4)	V 6,334 D	\$ 0 (1)	D	
Xerox Stock Fund					804.931	I	Xerox Stock Fund

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Common Stock	01/02/2007	J ⁽⁴⁾	V	6,334	A	\$ 0 (1)	32,692.0725	D
Common Stock	01/02/2007	F ⁽⁴⁾	V	2,348	D	\$ 0 (1)	30,344.0725	D

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Stock Option	\$ 7.885					01/01/2004 ⁽³⁾ 12/31/2012	Common Stock
Stock Option	\$ 9.25					01/01/2004 ⁽³⁾ 12/31/2010	Common Stock
Stock Option	\$ 10.365					01/01/2003 ⁽³⁾ 12/31/2011	Common Stock
Stock Option	\$ 21.7812					01/01/2001 ⁽³⁾ 12/31/2009	Common Stock
Stock Option	\$ 25.8125					03/01/2003 ⁽³⁾ 12/31/2009	Common Stock
Stock Option	\$ 59.4375	01/02/2007		H V	628	01/01/2000 ⁽³⁾ 12/31/2006	Common Stock
Stock Option	\$ 59.4375					01/01/2000 ⁽³⁾ 12/31/2008	Common Stock
Stock Option	\$ 13.685					01/01/2005 ⁽³⁾ 12/31/2011	Common Stock
Performance Shares	\$ 0 ⁽¹⁾	02/15/2007		A	8,333 ⁽²⁾	08/08/1988 ⁽¹⁾ 08/08/1988 ⁽¹⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARON LESLIE F XEROX CORPORATION 800 LONG RIDGE ROAD STAMFORD, CT 06904			Vice President and Controller	

Signatures

Karen Boyle, Attorney-in-Fact	02/16/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not Applicable
 - (2) These performance shares were earned based on achievement of specific annual performance criteria that are not tied solely to the market price of Issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective grant date.
 - (3) Options vest over three years, 33.3% per year beginning in year shown.
 - (4) Vesting of Incentive Stock Rights.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.