

XEROX CORP  
Form 4  
April 02, 2008

**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 \*  
Allen Quincy L

(Last) (First) (Middle)

45 GLOVER AVENUE, P.O. BOX 4505

(Street)

NORWALK, CT 06856-4505

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Restricted Stock                |                                      |  |                                |   | 20,500 <sup>(2)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,432.3899  | I  | Employee Stock Ownership Plan                         |
| Xerox Stock Fund                |                                      |  |                                |   | 18,353.89 <sup>(4)</sup>  | I  | Xerox Stock Fund                                      |
| Xerox Stock Fund                |                                      |  |                                |   | 4,607.185   | I  | Xerox Stock Fund held in                              |

Edgar Filing: XEROX CORP - Form 4

|                                    |                       |   |  |
|------------------------------------|-----------------------|---|--|
| Common Stock                       | 1,888.968             | I | spouse's name<br>Employee Stock Ownership Plan held in spouse's name |
| Common Stock                       | 51.1218               | I | Xerox Common Stock held in spouse's name                             |
| Common Stock                       | 6,101.547             | D |  |
| Deferred Vested Performance Shares | 30,151 <sup>(4)</sup> | D |  |

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

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

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. Transaction Code (Instr. 8) | 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) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Stock Options                              | \$ 59.4375   |                                      |  |                                |   | 01/01/2002   | 12/31/2008  | Common Stock |
| Stock Options                              | \$ 21.7812   |                                      |  |                                |   | 01/01/2003   | 12/31/2009  | Common Stock |
| Stock Options                              | \$ 21.7812   |                                      |  |                                |   | 01/01/2003   | 12/31/2009  | Common Stock |
|  | \$ 25.8125   |                                      |  |                                |   | 03/01/2003   | 12/31/2009  |              |

