

XEROX CORP
Form 11-K
June 29, 2006

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended: December 31, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 1-4471

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

XEROX CORPORATION SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

XEROX CORPORATION

P.O. BOX 1600

STAMFORD, CONNECTICUT 06904-1600

REQUIRED INFORMATION

Xerox Corporation Savings Plan (the Plan) is subject to the Employee Retirement Income Security Act of 1974 (ERISA). Therefore, in lieu of the requirements of Items 1-3 of Form 11-K, the financial statements and schedule of the Plan at December 31, 2005 and 2004 and for the year ended December 31, 2005, which have been prepared in accordance with the financial reporting requirements of ERISA, are filed herewith as Exhibit 99-1 and incorporated herein by reference.

EXHIBITS

| Exhibit Number | Description |
|----------------|--|
| 99-1 | Financial Statements and Schedule of the Plan at December 31, 2005 and 2004 and for the year ended December 31, 2005 |
| 99-2 | Consent of Independent Registered Public Accounting Firm |

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the persons who administer the plan have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

XEROX CORPORATION SAVINGS PLAN

/S/LAWRENCE M. BECKER

LAWRENCE M. BECKER

PLAN ADMINISTRATOR

Stamford, Connecticut

Date: June 29, 2006