

MACDONALD MICHAEL C
 Form 5
 February 09, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 MACDONALD MICHAEL C

(Last) (First) (Middle)

800 LONG RIDGE ROAD, P. O. BOX 1600

(Street)

STAMFORD, CT 06904

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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)
 Senior Vice President

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	58,307	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	45	I	Children
Common Stock	Â	Â	Â	Â	Â	Â	4,228.78	I	Employee Stock Ownership Plan

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Incentive Stock Rights	Â	Â	Â	Â	Â	Â	55,000	D	Â
Xerox Stock Fund	Â	Â	Â	Â	Â	Â	10,518.18	I	Xerox Stock Fund

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

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SEC 2270
(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 Amount of Underlying Security (Instr. 3 and 4)	Amount
					(A) (D)	Date Exercisable Expiration Date	Title	Number of Shares
Stock Option	\$ 4.75	Â	Â	Â	Â	01/01/2002 12/31/2010	Common Stock	33,5
Stock Option	\$ 5.14	Â	Â	Â	Â	10/14/2007 12/31/2011	Common Stock	50,0
Stock Option	\$ 7.885	Â	Â	Â	Â	01/01/2004 ⁽³⁾ 12/31/2012	Common Stock	149,6
Stock Option	\$ 10.365	Â	Â	Â	Â	01/01/2003 ⁽³⁾ 12/31/2011	Common Stock	93,5
Stock Option	\$ 21.7812	Â	Â	Â	Â	01/01/2005 ⁽³⁾ 12/31/2009	Common Stock	30,0
Stock Option	\$ 36.7032	Â	Â	Â	Â	01/01/1999 ⁽²⁾ 12/31/2005	Common Stock	36,0
Stock Option	\$ 46.875	Â	Â	Â	Â	01/01/1999 ⁽³⁾ 12/31/2008	Common Stock	17,1
Stock Option	\$ 47.5	Â	Â	Â	Â	03/01/2003 12/31/2009	Common Stock	6,2
Stock Option	\$ 59.4375	Â	Â	Â	Â	01/01/2000 ⁽³⁾ 12/31/2006	Common Stock	1,1
Deferred Comp	\$ 0 ⁽¹⁾	Â	Â	Â	Â	08/08/1988 ⁽¹⁾ 08/08/1988 ⁽¹⁾	Common Stock	\$ 58,

Stock Option	\$ 13.685	Â	Â	Â	Â	Â	01/01/2005 ⁽³⁾	12/31/2011	Common Stock	77,0
Stock Option	\$ 15.205	Â	Â	Â	Â	Â	01/01/2005 ⁽³⁾	12/31/2011	Common Stock	15,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACDONALD MICHAEL C 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904	Â	Â	Â Senior Vice President	Â

Signatures

K.W. Fizer, 02/09/2005
Attorney-In-Fact

**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) Options vest over three years, 33%, 33%, 34%, beginning in year shown.
- (3) Options vest over three years, 33.3% per year beginning in year shown.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.