XEROX CORP Form 4 July 06, 2009

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

**SECURITIES** 

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Common

Stock

(Print or Type Responses)

MULCAHY ANNE M

1. Name and Address of Reporting Person \*

XEROX CORP [XRX] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 45 GLOVER AVENUE, P. O. BOX 07/01/2009 below) below) 4505 Chairman of the Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NORWALK, CT 06856-4505 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 402,666 (1) D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

900,532 (1)

I

By Anne

Mulcahy Grat

M.

### Edgar Filing: XEROX CORP - Form 4

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable	e and Expiration	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Date	•	Underlying S
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			
					and 5)			
						Date Exercisable	Expiration Date	Title
				Code V	(A) (D)			
				Couc v	(11) (D)			
Performance	(2)	07/01/2000			65,013	00/00/1000(2)	00/00/1000(2)	Common
Shares	<u>(2)</u>	07/01/2009		Α	(3)	08/08/1988 <u>(2)</u>	08/08/1988(2)	Stock
Diluios								Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MULCAHY ANNE M 45 GLOVER AVENUE P. O. BOX 4505 NORWALK, CT 06856-4505

Chairman of the Board

### **Signatures**

Karen Boyle, Attorney o7/06/2009 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).

The balance reflects 123,597 shares that were transferred from GRAT Common Stock balance to Common Stock balance in April 2009;

- (1) 343,441 shares that were transferred from GRAT Common Stock balance to Common Stock balance in May 2009; and 456,371 shares that were transferred from Common Stock balance to GRAT Common Stock balance in May 2009.
- (2) Not Applicable
- (3) 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.

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.

Reporting Owners 2