Guers Jacques Form 3 July 10, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement XEROX CORP [XRX] Guers Jacques (Month/Day/Year) 07/01/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 45 GLOVER AVENUE, P.O. (Check all applicable) **BOX 4045** (Street) 6. Individual or Joint/Group 10% Owner Director Officer _X_ Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting President, Developing Markets Person NORWALK, Â CTÂ 06856 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock D 43,781 Restricted Stock Units 56,325 (1) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

1. Title of Derivative	2. Date Exercisable and Expiration	3. Title and Amount of	4.	5.	6. Nature of
Security	Date	Securities Underlying	Conversion	Ownership	Indirect Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Performance Shares	08/08/1988(2)	08/08/1988(2)	Common Stock	3,243 (3)	\$ 0 (2)	D	Â
Stock Options	01/01/2003	12/31/2009	Common Stock	7,500	\$ 21.7812	D	Â
Stock Options	01/01/2003	12/31/2009	Common Stock	6,074	\$ 21.7812	D	Â
Stock Options	03/01/2003	12/31/2009	Common Stock	453	\$ 26.625	D	Â
Stock Options	03/01/2003	12/31/2009	Common Stock	905	\$ 47.5	D	Â
Stock Options	01/01/2005	12/31/2012	Common Stock	23,400	\$ 7.885	D	Â
Stock Options	01/01/2006	12/31/2011	Common Stock	23,400	\$ 10.365	D	Â
Stock Options	01/01/2006	12/31/2011	Common Stock	21,000	\$ 13.685	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guers Jacques 45 GLOVER AVENUE P.O. BOX 4045 NORWALK Â CTÂ 06856	Â	Â	Â	President, Developing Markets

Signatures

Karen Boyle, Attorney 07/10/2009 in Fact **Signature of Reporting Person

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Date

- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements. **(1)**
- Not Applicable
- 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.

Reporting Owners 2

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