

XEROX CORP  
Form 4  
July 02, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
**LIU DON H**

(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)  
**07/01/2014**

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)  
**Sr Vice Pres, Gen Coun & Sec'y**

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)
Common Stock	07/01/2014		M	(A) Amount 15,288 (1)	(D) Price 144,087	D	
Common Stock	07/01/2014		F	(A) Amount 7,438 (3)	(D) Price \$ 12.38	D	
Common Stock	07/01/2014		A	(A) Amount 30,050 (4)	(D) Price \$ 12.38	D	
Common Stock	07/01/2014		F	(A) Amount 14,620 (3)	(D) Price \$ 12.38	D	
Restricted Stock Units	07/01/2014		M	(A) Amount 100,000 (5)	(D) Price \$ 12.38	D	

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Common Stock	07/01/2014	M	100,000 (5)	A	\$ 12.38	252,079	D
Common Stock	07/01/2014	F	40,827 (6)	D	\$ 12.38	211,252	D

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

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**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 of Underlying Security (Instr. 3)		
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
Performance Shares	(2)	07/01/2014		A	25,413 (7)	08/08/1988(2)	08/08/1988(2)	Common Stock	
Performance Shares	(2)	07/01/2014		M	15,288 (1)	08/08/1988(2)	08/08/1988(2)	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIU DON H 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505			Sr Vice Pres, Gen Coun & Sec'y	

## Signatures

Karen Boyle, Attorney  
in Fact 07/02/2014

\*\*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) Performance Shares vested and converted to shares of Common Stock.

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- (2) Not Applicable.
- (3) Shares withheld to pay for taxes on the Performance Shares that have vested.
- (4) Shares awarded and vesting based on 3 year cumulative performance.
- (5) Vesting of incentive stock rights under 16b-3 plan treated as restricted stock.
- (6) Shares withheld to pay for taxes on the Restricted Stock that has vested.
- (7) 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.

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