

XEROX CORP  
Form 4  
July 03, 2013

**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 \*  
Maddison Thomas J

(Last) (First) (Middle)  
45 GLOVER AVENUE, P.O. BOX 4505  
(Street)

NORWALK, CT 06856

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/01/2013

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)  
SVP & Chief HR Officer

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 Ownership (Instr. 4)		
			Code	V	Amount (A) or Price (D)				
Common Stock	07/01/2013		M		35,343 (1)	A	\$ 0 (2)	92,181	D
Common Stock	07/01/2013		F		12,036 (3)	D	\$ 9.24	80,145	D
Common Stock	07/01/2013		A		25,745 (4)	A	\$ 9.24	105,890	D
Common Stock	07/01/2013		F		8,767 (3)	D	\$ 9.24	97,123	D

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

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(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 of Underlying Security (Instr. 3)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0 <sup>(2)</sup>	07/01/2013		A	22,065 <sup>(5)</sup>		08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock
Performance Shares	\$ 0 <sup>(2)</sup>	07/01/2013		M	35,343 <sup>(6)</sup>		08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maddison Thomas J 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856			SVP & Chief HR Officer	

## Signatures

Karen Boyle, Attorney  
in Fact

07/03/2013

\*\*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.
- (2) Not applicable.
- (3) Shares withheld to pay for taxes on the Performance Shares that have vested.
- (4) Shares awarded and vesting on 3 year cumulative performance.
- (5) These performance shares were earned based on achievement of specific annual performance criteria that are not tied to the market price of the issuer's securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective earned date.
- (6) Performance Shares vested and converted to Common Stock.

## Edgar Filing: XEROX CORP - Form 4

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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