

XEROX CORP
Form 4
January 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
MULCAHY ANNE M

(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. Date of Earliest Transaction
(Month/Day/Year)
03/07/2006

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)
Chairman and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Incentive Stock Rights					366,000	D	
Xerox Stock Fund					13,300.425 ⁽³⁾	I	Xerox Stock Fund
Common Stock					4,503.34	I	Employee Stock Ownership Plan
	03/07/2006		G ⁽⁸⁾	V		D	\$ 0 ⁽²⁾ 73,770 I

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Common Stock						40,501 <u>(8)</u>				By Anne M. Mulcahy GRAT
Common Stock	03/07/2006	<u>G(8)</u>	V	3,770 <u>(8)</u>	D	\$ 0 <u>(2)</u>	70,000	I		By Anne M. Mulcahy GRAT
Common Stock	03/07/2006	<u>G(8)</u>	V	40,501 <u>(12)</u>	A	\$ 0 <u>(2)</u>	593,448	D		
Common Stock	03/27/2006	<u>G(9)</u>	V	100,000 <u>(9)</u>	D	\$ 0 <u>(2)</u>	493,448	D		
Common Stock	03/27/2006	<u>G(9)</u>	V	100,000 <u>(9)</u>	A	\$ 0 <u>(2)</u>	170,000	I		By Anne M. Mulcahy GRAT
Common Stock	07/05/2006	<u>G</u>	V	34,100 <u>(10)</u>	D	\$ 0 <u>(2)</u>	135,900	I		By Anne M. Mulcahy GRAT
Common Stock	07/05/2006	<u>G</u>	V	34,100 <u>(10)</u>	A	\$ 0 <u>(2)</u>	527,548	D		
Common Stock	08/18/2006	<u>G</u>	V	1,630 <u>(11)</u>	D	\$ 0 <u>(2)</u>	525,918	D		
Common Stock	01/03/2007	<u>M/K(5)(6)</u>		257,577	A	\$ 0 <u>(2)</u>	783,495	D		
Common Stock	01/03/2007	<u>S/K(5)</u>		72,090	D	\$ 16,9715	711,405	D		
Common Stock	01/03/2007	<u>F/K(5)</u>		70,992	D	\$ 16,9715	640,413	D		
Common Stock	01/03/2007	<u>S</u>		2,900	D	\$ 16.93	637,513	D		
Common Stock	01/03/2007	<u>S</u>		14,100	D	\$ 16.94	623,413	D		
Common Stock	01/03/2007	<u>S</u>		20,100	D	\$ 16.95	603,313	D		
Common Stock	01/03/2007	<u>S</u>		20,600	D	\$ 16.96	582,713	D		
Common Stock	01/03/2007	<u>S</u>		20,800	D	\$ 16.97	561,913	D		
Common Stock	01/03/2007	<u>S</u>		11,300	D	\$ 16.98	550,613	D		

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Common Stock	01/03/2007	S	800	D	\$ 16.99	549,813	D
Common Stock	01/03/2007	S	2,700	D	\$ 17	547,113	D
Common Stock	01/03/2007	S	9,300	D	\$ 17.01	537,813	D
Common Stock	01/03/2007	S	6,900	D	\$ 17.02	530,913	D
Common Stock	01/03/2007	S	600	D	\$ 17.03	530,313	D
Common Stock	01/03/2007	S	1,800	D	\$ 17.06	528,513	D
Common Stock	01/03/2007	S	1,900	D	\$ 17.07	526,613	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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 4.75	01/03/2007		M/K ⁽⁵⁾⁽⁶⁾	257,577	01/01/2002 ⁽¹⁾	12/31/2010	Com Sto
Stock Option	\$ 7.885					01/01/2004 ⁽¹⁾	12/31/2012	Com Sto
Stock Option	\$ 9.25					01/01/2004	08/28/2011	Com Sto
Stock Option	\$ 10.365					01/01/2003 ⁽¹⁾	12/31/2011	Com Sto
Stock Option	\$ 21.7812					01/01/2005	12/31/2009	Com Sto
Stock Option	\$ 27					01/01/2001	12/31/2009	Com Sto

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(11) Shares gifted to Eileen Moore ACF Olivia Kathryn Moore

(12) Shares gifted to M Mulcahy (1885 shares) and K Mulcahy (1885 shares)

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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