

Allen Quincy L
 Form 3/A
 February 05, 2008

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 Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Allen Quincy L		(Month/Day/Year)	XEROX CORP [XRX]	
(Last)	(First)	(Middle)	05/24/2007	
45 GLOVER AVENUE, P.O. BOX 4505			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
NORWALK, CT 06856-4505			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			06/11/2007	
1. Title of Security		2. Amount of Securities Beneficially Owned		3. Ownership Form:
(Instr. 4)		(Instr. 4)		Direct (D) or Indirect (I)
Xerox Stock Fund		17,836.1734 ⁽²⁾		I
				4. Nature of Indirect Beneficial Ownership (Instr. 5)
				Xerox Stock Fund ⁽¹⁾

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form:	4. Nature of Indirect Beneficial Ownership
(Instr. 4)	(Instr. 4)	Direct (D) or Indirect (I)	(Instr. 5)
Xerox Stock Fund	17,836.1734 ⁽²⁾	I	Xerox Stock Fund ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Deferred Compensation	08/08/1988	08/08/1988	Common Stock	\$ 121,469.52 (3)	\$ 121,469.52	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allen Quincy L 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505	Â	Â	Â Vice President	Â

Signatures

Karen Boyle,
Attorney-in-Fact

02/05/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Units purchased in Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.
 - (2) Correction of holdings in the Xerox Stock Fund reported on reporting person's original Form 3.
The item is not new or revised but is being reported again to gain access to the system. The purpose of the amendment is to delete in its
 - (3) entirety the amount reported as deferred compensation which was reported incorrectly as being held in the Xerox Stock Fund. The reporting person does not have any deferred compensation holdings in the Xerox Stock Fund.

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.