

XEROX CORP
Form 4
July 05, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Mancini Joseph H.

(Last) (First) (Middle)
201 MERRITT 7
(Street)

NORWALK, CT 06851

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2017

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)
VP & Chief Accounting 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/30/2017 | | M | 1,366 (1) A \$ 28.73 | 30,101 (2) | D | |
| Common Stock | 06/30/2017 | | F | 470 (3) D \$ 28.73 | 29,631 | D | |
| Restricted Stock Units | 06/30/2017 | | A | 3,916 (4) A \$ 28.73 | 19,657 (2) | D | |
| Common Stock | 06/30/2017 | | M | 2,182 (1) A \$ 28.73 | 11,929 (2) | I | Spouse |
| Common Stock | 06/30/2017 | | F | 750 (3) D \$ 28.73 | 11,179 | I | Spouse |

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Restricted Stock Units 06/30/2017 A 3,307⁽⁴⁾ A \$ 28.73 5,409 (2) I Spouse

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 and Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
| Performance Shares | \$ 0 ⁽⁵⁾ | 06/30/2017 | | M | 1,366 ⁽¹⁾ | 08/08/1988 ⁽⁵⁾ 08/08/1988 ⁽⁵⁾ | Common Stock |
| XSIP - Spouse | \$ 0 ⁽⁵⁾ | 06/30/2017 | | M | 2,182 ⁽¹⁾ | 08/08/1988 ⁽⁵⁾ 08/08/1988 ⁽⁵⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mancini Joseph H. 201 MERRITT 7 NORWALK, CT 06851 | | | VP & Chief Accounting Officer | |

Signatures

Karen Boyle, Attorney in Fact 07/05/2017
 **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) On June 14, 2017, Xerox Corporation effected a 1-for-4 reverse stock split of its Common Stock. The amount of securities reported in this Form 4 has been adjusted to reflect the reverse stock split.
- (3) Shares withheld to pay for taxes on the Performance Shares that have vested.
- (4) Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements.
- (5) Not Applicable.

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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