

BURNS URSULA M
Form 4/A
February 05, 2008

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 *
BURNS URSULA M

(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)
02/02/2006

4. If Amendment, Date Original Filed (Month/Day/Year)
02/21/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President, Xerox Corporation

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)
				(A) or (D) Code V Amount (D) Price			
Xerox Stock Fund					2,379.93 ⁽¹⁾	I	Xerox Stock Fund
Xerox Stock Fund					3,445.54 ⁽²⁾	I	Xerox Stock Fund
Xerox Stock Fund					3,735.82 ⁽³⁾	I	Xerox Stock Fund
Xerox Stock					4,651.86 ⁽⁴⁾	I	Xerox Stock Fund

Fund

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS URSULA M 45 GLOVER AVENUE P.O BOX 4505 NORWALK, CT 06856-4505			President, Xerox Corporation	

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 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) Units purchased in the Xerox Stock Fund under the Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value. The reporting person is amending the Form 4 filed on February 21, 2006, for the purpose of correcting the holdings. Between February 1, 2006 and February 21, 2006, the reporting person acquired 301.7 units in the Xerox Stock Fund under the Xerox Savings Plan.

(2)

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Units purchased in the Xerox Stock Fund under the Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value. The reporting person is amending the Form 4 filed on January 2, 2007, for the purpose of correcting the holdings. Between February 22, 2006 and January 2, 2007, the reporting person acquired 1,065.61 units in the Xerox Stock Fund under the Xerox Savings Plan.

- (3) Units purchased in the Xerox Stock Fund under the Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value. The reporting person is amending the Form 4 filed on February 15, 2007, for the purpose of correcting the holdings. Between January 3, 2007 and February 15, 2007, the reporting person acquired 290.28 units in the Xerox Stock Fund under the Xerox Savings Plan.

- (4) Units purchased in the Xerox Stock Fund under the Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value. The reporting person is amending the Form 4 filed on April 2, 2007, for the purpose of correcting the holdings. Between February 16, 2007 and April 2, 2007, the reporting person acquired 916.04 units in the Xerox Stock Fund under the Xerox Savings Plan.

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.