XEROX CORP Form 4 July 19, 2005

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HUNTER WILLIAM CURT			2. Issuer Name and Ticker or Trading Symbol XEROX CORP [XRX]				ng	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of (Month/D	Earliest Tra	ansaction			(Chec	k all applicable	Owner
800 LONG BOX 1600	RIDGE ROAD,	P. O.	07/15/20	•				Officer (give below)		er (specify
	(Street)			ndment, Dar th/Day/Year)	ŭ	1		6. Individual or Jo Applicable Line) _X_ Form filed by G	One Reporting Pe	rson
STAMFOR	D, CT 06904							Form filed by M Person	Iore than One Re	porting
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	) Execution any		3. Transactio Code (Instr. 8)	4. Securin(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock								0	D	
Deferred Stock Unit	07/15/2005			A(2)	5,095	A	\$ 13.74	14,634	D	

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

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.

SEC 1474

(9-02)

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired		•	7. Title and Ame Underlying Sect (Instr. 3 and 4)	
				(A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Deferred Companyations	\$ 0 <u>(1)</u>				08/08/1988(1)	08/08/1988(1)	Common	\$

Stock

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HUNTER WILLIAM CURT 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904	X						

## **Signatures**

Compensations

K. W. Fizer,
Attorney-In-Fact 07/19/2005

\*\*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) Not Applicable
- (2) Deferred Stock Unit issued as payment of fees under the terms of the 2004 Non-Employee Directors Compensation Plan
- (3) Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving 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.

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