## Edgar Filing: HARRINGTON RICHARD J - Form 4

HARRINGT Form 4 January 18, 1	CON RICHARD J	-						
						OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287	
Washington, D.C. 20549Number:January 31Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:January 31Statement of Section 16. Form 4 or Form 5 								
(Print or Type	Responses)							
1. Name and Address of Reporting Person _       2. Issue:         HARRINGTON RICHARD J       Symbol         XEROX			d Ticker or Tradi [XRX]	ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest T	3. Date of Earliest Transaction			eek un upplieuble)		
(Month/I 800 LONG RIDGE ROAD, P. O. BOX 1600					X_ Director Officer (give t below)	ive title Other (specify below)		
	(Street)	(Street) 4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Re Form filed by More th Person								
(City)	(State) (Zip)	Table I - Non-I	Derivative Secur	rities Acqu	uired, Disposed of,	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	any		4. Securities Ador(A) or Disposed (Instr. 3, 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common		Code V	Amount (D)	Price	(Instr. 3 and 4) 856	D		
Stock Deferred Stock Unit	01/16/2006	A <u>(1)</u>	2,602 A	\$ 15.375	12,878	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.

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
HARRINGTON RICHARD J 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904	Х						
Signatures							
K. W. Fizer, Attorney-In-Fact	01/18/	/2006					
<u>**</u> Signature of Reporting Person	Da	ate					

## **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) Deferred Stock Unit issued as payment of fees under the terms of the 2004 Non-Employee Directors Compensation 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.