Wilderotter Mary Agnes Form 3 March 02, 2006 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVAL FORM 3 Washington, D.C. 20549 OMB 3235-0104 Number: January 31, **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** Expires: 2005

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 <u>*</u> Wilderotter Mary Agnes				2. Date of Event RequiringStatement(Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol XEROX CORP [XRX]			
(Las	st)	(First)	(Middle)	03/01/2006	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
800 L	ONG I	RIDGE RO	DAD, P.					Thea(monau/Duy/Tear)
O. BO			,		(Check all applicable)			
(Street)			2004		X_Director10% Owner OfficerOther (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person	
STAMFORD, CT 06904			0904					Form filed by More than One Reporting Person
(Cit	y)	(State)	(Zip)	Table I - I	Non-Derivat	tive Securiti	es Be	neficially Owned
1.Title of Security (Instr. 4)					cially Owned Ownership Ownership		*	
Comm	non Sto	ock		0		D	Â	
		ort on a separ or indirectly.		ch class of securities benefic	cially S	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 (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
	(Month/Day/Year)	Derivative Security (Instr. 4) Title	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D)	(Instr. 5)

Estimated average burden hours per

0.5

response...

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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Addres	Relationships				
		10% Owner	Officer	Other	
Wilderotter Mary Agnes 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904	ÂX	Â	Â	Â	
Signatures					
Karen Boyle Atty- in Fact	03/02/200	6			
<u>**</u> 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).

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.