Edgar Filing: XEROX CORP - Form 4

XEROX CO Form 4 July 17, 2006									
FORM	1						PPROVAL		
	UNITED STAT	Washington, D.C. 20549					3235-0287		
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont	6. r Filed pursuant t sinue. Filed 17(a) of th	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 193 Section 17(a) of the Public Utility Holding Company Act of 1935 or Se				Expires: January 31, 2005 Estimated average burden hours per response 0.5			
See Instru 1(b).	action 30(h) of the Investment	Company A	ACT OF 192	ŧŪ				
(Print or Type F	Responses)								
	ddress of Reporting Person <u>*</u> Mary Agnes	2. Issuer Name and Symbol XEROX CORP		ding	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)		3. Date of Earliest Transaction (Ch			ck all applicable)			
	RIDGE ROAD, P. O.	(Month/Day/Year) 07/14/2006	/onth/Day/Year)			X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)	4. If Amendment, Da	mendment, Date Original			6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person									
					Person				
(City)	(State) (Zip)	Table I - Non-I			uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)			if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Indirect (I) Own	Indirect Beneficial		
-		Code V	(A or Amount (D	r	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock					0	D			
Deferred Stock Unit	07/14/2006	A <u>(1)</u>	3,996 D	\$ 13.56	3,996	D			

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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			
Wilderotter Mary Agnes 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904	х						
Signatures							
Karen Boyle Atty- in Fact	07/17/20	06					
<u>**</u> 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) 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.