Edgar Filing: XEROX CORP - Form 4

XEROX CORP Form 4 July 17, 2006								
FORM 4 UNIT		RITIES AND EXCHANGE COMMISSION shington, D.C. 20549					PPROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer subject to Section 16. Form 5 obligations may continue. See Instruction						burden hou response	ires: January 31, 2005 mated average den hours per	
(Print or Type Responses)								
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading HARRINGTON RICHARD J Symbol XEROX CORP [XRX]			ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First)	(Middle) 3. Date	3. Date of Earliest Transaction			(Chec	;)		
(Month/Day/Year) 800 LONG RIDGE ROAD, P. O. 07/14/2006 BOX 1600			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
STAMFORD, CT 06904	Ļ						fore than One Re	
(City) (State)	(Zip) Ta	ble I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)2. Transaction (Month/Day/ 	n Date 2A. Deemed Year) Execution Date, any (Month/Day/Yea	Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	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)	Indirect Beneficial
Common Stock						856	D	
Deferred Stock Unit 07/14/2006		A <u>(1)</u>	2,950	А	\$ 13.56	15,828	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)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	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	Director	10% Owner	Officer	Other			
HARRINGTON RICHARD J 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904	х						
Signatures							
K. Boyle, Attorney-In-Fact	07/17/20	06					
<u>**</u> Signature of Reporting	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.

Person