Edgar Filing: XEROX CORP - Form 4

| XEROX CORP Form 4 July 17, 2006 | | | | | |
|---|---|--|--|--|--|
| FORM 4 UNITED STATE | | OMB APPROVAL | | | |
| UNITED STATE | S SECURITIES AND EXCHANGE (Washington, D.C. 20549 | COMMISSION OMB Number: 3235-0287 | | | |
| Check this box if no longer | | Expires: January 31, | | | |
| subject to STATEMENT C | NERSHIP OF 2005 Estimated average | | | | |
| Section 16. | SECURITIES | | | | |
| Form 4 or Form 5 Filed pursuant to | Section 16(a) of the Securities Exchange | response 0.5 | | | |
| $\frac{\text{obligations}}{\text{Section 17(a) of the}}$ | Public Utility Holding Company Act o | | | | |
| may continue. |) of the Investment Company Act of 19 | | | | |
| 1(b). | · · · | | | | |
| | | | | | |
| (Print or Type Responses) | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> MCDONALD ROBERT A | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | XEROX CORP [XRX] | | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | (Month/Day/Year) | _X_ Director 10% Owner | | | |
| XEROX CORPORATION, 800 | 07/14/2006 | Officer (give title Other (specify below) below) | | | |
| LONG RIDGE ROAD | | | | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| STAMFORD, CT 06907 | | Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | Table I - Non-Derivative Securities Acc | quired, Disposed of, or Beneficially Owned | | | |
| 1.Title of 2. Transaction Date 2A. Dee | med 3. 4. Securities Acquired | 5. Amount of 6. Ownership 7. Nature of | | | |
| Security (Month/Day/Year) Execution (Instr. 3) any | on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | SecuritiesForm: DirectIndirectBeneficially(D) orBeneficial | | | |
| | Day/Year) (Instr. 8) | Owned Indirect (I) Ownership | | | |
| | | Following (Instr. 4) (Instr. 4) Reported | | | |
| | (A) or | Transaction(s) | | | |
| | Code V Amount (D) Price | (Instr. 3 and 4) | | | |
| Deferred Stock Unit 07/14/2006 | A <u>(2)</u> 2,582 A ^{\$} 13.56 | 7,407 <u>(1)</u> 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: XEROX CORP - Form 4

| 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. Transactic 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 Secu Bene Own Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Person

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| MCDONALD ROBERT A XEROX CORPORATION 800 LONG RIDGE ROAD STAMFORD, CT 06907 | х | | | | | |
| Signatures | | | | | | |
| K. Boyle, Attorney-in Fact | 07/17/20 | 06 | | | | |
| **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) To correct a typographical error in the balance column on original Form 4 filing
- (2) 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.