Edgar Filing: XEROX CORP - Form 4/A

XEROX CORP

XEROX CO Form 4/A	RP										
	July 18, 2006								OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check th if no long subject to Section 1 Form 4 o Form 5	ser STATEME 6. r	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange						Expires: January 31 2005 Estimated average burden hours per response 0.5			
obligation may cont <i>See</i> Instru 1(b).	$\frac{1}{1}$ inue. Section 17(a)		tility Hold	ling Con	npan	y Act of	1935 or Section	1			
(Print or Type I	Responses)										
Wilderotter Mary Agnes Symb			2. Issuer Name and Ticker or Trading ymbol EROX CORP [XRX]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mide		3. Date of Earliest Transaction				(Chec.	k all applicable)			
			(Month/Day/Year) 07/14/2006				Officer (give titleOther (specify below) below)				
	(Street) 4. If Amena Filed(Month 07/17/200			-	1		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
Person							porting				
(City)	(State) (Zij	^{p)} Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned	Indirect (I) C			
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	_			
Stock							0	D			
Deferred Stock Unit	07/14/2006		A <u>(1)</u>	3,996	A	\$ 13.56 (2)	3,996	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.

Edgar Filing: XEROX CORP - Form 4/A

 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. 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						
I B	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	07/18/20	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

(2) To indicate correction of transaction code from "D" to "A". Transaction amount and balance were reported correctly on orginial Form 4.

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.