

XEROX CORP  
Form 3  
February 09, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BLODGETT LYNN		(Month/Day/Year)	XEROX CORP [XRX]	
(Last)	(First)	(Middle)	02/05/2010	
45 GLOVER AVENUE		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
NORWALK,Â CTÂ 06850		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Executive Vice President		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
1. Title of Security		2. Amount of Securities Beneficially Owned	3. Ownership Form:	4. Nature of Indirect Beneficial Ownership
(Instr. 4)		(Instr. 4)	Direct (D) or Indirect (I)	(Instr. 5)
Common Stock		3,542	D	Â

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,542	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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 (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

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				Shares		(I) (Instr. 5)	
Stock Options	Â (1)	08/20/2019	Common Stock	2,125,586	\$ 6.33	D	Â
Stock Options	02/05/2010	09/26/2011	Common Stock	5,668	\$ 6.34	D	Â
Stock Options	02/05/2010	07/23/2012	Common Stock	318,838	\$ 5.31	D	Â
Stock Options	02/05/2010	08/11/2013	Common Stock	708,528	\$ 6.23	D	Â
Stock Options	02/05/2010	07/30/2014	Common Stock	708,528	\$ 7.33	D	Â
Stock Options	02/05/2010	03/18/2015	Common Stock	1,417,057	\$ 7.1	D	Â
Stock Options	02/05/2010	12/09/2016	Common Stock	991,940	\$ 7	D	Â
Stock Options	02/05/2010	07/09/2017	Common Stock	425,117	\$ 8.35	D	Â
Stock Options	02/05/2010	08/15/2017	Common Stock	2,834,115	\$ 7.1	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLODGETT LYNN 45 GLOVER AVENUE NORWALK,Â CTÂ 06850	Â	Â	Â Executive Vice President	Â

## Signatures

Karen Boyle, Attorney  
in Fact 02/09/2010

\_\_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).

These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary

(1) date and continuing on each such anniversary thereafter through and including the fifth anniversary of the date of the grant, 20% of such options shall vest and become exercisable. The date of the grant is 10 years prior to the stated expiration date.

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.