

XEROX CORP  
Form 4  
February 19, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN 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 \*  
MULCAHY ANNE M

(Last) (First) (Middle)

45 GLOVER AVENUE, P. O. BOX 4505

(Street)

NORWALK, CT 06856-4505

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
XEROX CORP [XRX]

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Incentive Stock Rights					366,000	D	
Xerox Stock Fund					13,300.425 <sup>(3)</sup>	I	Xerox Stock Fund
Common Stock					4,503.34	I	Employee Stock Ownership Plan
					672,513 <sup>(5)</sup>	I	

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Common  
Stock

By Anne M.  
Mulcahy  
GRAT

Common Stock	02/15/2008	M	430,445 <u>(6)</u>	A	\$ 0 <u>(2)</u>	430,445 <u>(7)</u>	D
Common Stock	02/15/2008	F	171,759	D	\$ 0 <u>(2)</u>	258,686	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.**

SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Tit Unde (Instr
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Stock Option	\$ 7.885					01/01/2004 <sup>(1)</sup> 12/31/2012	Com St
Stock Option	\$ 9.25					01/01/2004 08/28/2011	Com St
Stock Option	\$ 10.365					01/01/2003 <sup>(1)</sup> 12/31/2011	Com St
Stock Option	\$ 21.7812					01/01/2005 12/31/2009	Com St
Stock Option	\$ 27					01/01/2001 12/31/2009	Com St
Stock Option	\$ 46.875					01/01/1999 <sup>(1)</sup> 12/31/2008	Com St
Stock Option	\$ 47.5					03/01/2003 12/31/2009	Com St
Deferred Comp.	\$ 0 <sup>(2)</sup>					08/08/1988 <sup>(2)</sup> 08/08/1988 <sup>(2)</sup>	Com St
Stock Option	\$ 13.685					01/01/2005 <sup>(1)</sup> 12/31/2011	Com St
Performance Shares	\$ 0 <sup>(2)</sup>	02/15/2008		A	234,379 <u>(4)</u>	08/08/1988 <sup>(2)</sup> 08/08/1988 <sup>(2)</sup>	Com St

