## Edgar Filing: XEROX CORP - Form 4

XEROX CO	RP										
Form 4	_										
April 02, 200											
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO						COMMISSION	OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check thi	s box		<b>v v a</b> 5	inington,	D.C. 200					January 31,	
if no longer STATEMENT OF CHANG				GES IN BENEFICIAL OWNERSHIP				<b>NERSHIP OF</b>	Expires: 2005		
	subject to STATEMENT OF CHARGES IN DEPICTAL OWNERS							Estimated average burden hours per			
Form 4 or	Form 4 or						response	•			
Form 5 obligatior		*					•	ge Act of 1934,			
may conti				•	<b>U</b>	• •		of 1935 or Sectio	n		
See Instru	iction	30(h)	) of the Inv	vestment	Company	Act	of 19	40			
1(b).											
(Print or Type R	(esponses)										
Lesko James H S			2. Issuer	2. Issuer Name <b>and</b> Ticker or Trading Symbol XEROX CORP [XRX]				5. Relationship of Reporting Person(s) to Issuer			
			•								
			XEROX					(Check all applicable)			
(Last)	(First)	(Middle)		3. Date of Earliest Transaction							
45 GLOVER AVENUE, P.O. BOX 4505			(Month/Day/Year) 04/01/2008					Director 10% Owner X Officer (give title Other (specify below) below)			
1505								V	ice President		
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check			
			Filed(Mon					Applicable Line) _X_ Form filed by One Reporting Person			
NORWALK	, CT 06856-4	4505						Form filed by M	More than One R		
								Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction						5. Amount of	6. Ownership			
Security	(Month/Day/Y	Year) Executi	on Date, if		onAcquired			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Instr. 3)		any (Month/Day/Year)			CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			•	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				Code V	Amount	or	Price	(Instr. 3 and 4)			
Common				Coue V	Amount	(D)	The		-		
Stock								51,829.37 <u>(4)</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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year	le and Expiration	7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 46.875					01/01/1999(1)	12/31/2008	Commom Stock
Stock Option	\$ 47.5					03/01/2003(1)	12/31/2009	Commom Stock
Stock Option	\$ 21.7812					01/01/2005(1)	12/31/2009	Commom Stock
Stock Option	\$ 10.365					01/01/2003(1)	12/31/2011	Commom Stock
Stock Option	\$ 7.885					01/01/2004(1)	12/31/2012	Commom Stock
Stock Option	\$ 13.685					01/01/2005(1)	12/31/2011	Common Stock
Performance Shares	\$ 0 <u>(2)</u>	04/01/2008		А	10,267 ( <u>3)</u>	08/08/1988 <u>(2)</u>	08/08/1988(2)	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Lesko James H 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505			Vice President				
Signatures							
K. Boyle,							

Attorney-in-Fact 04/02/2008 <u>\*\*Signature of Reporting</u> Date
Person

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) Options vest over three years, 33.3% per year beginning in year shown.

## Edgar Filing: XEROX CORP - Form 4

#### (2) Not Applicable

(3) These performance shares were earned based on achievement of specific annual performance criteria that are not tied solely to the market price of Issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective grant date.

(4) Includes 5,447.37 shares previously held through the ESOP which were distributed to the reporting person and are now owned directly.

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.