

Lord Douglas C
Form 4
April 03, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Lord Douglas C

(Last) (First) (Middle)
45 GLOVER AVENUE, P.O. BOX 4505
(Street)

NORWALK, CT 06856

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2009

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)
Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Restricted Stock Units | 04/01/2009 | 04/01/2009 | J | | 8,550 (1) | D | \$ 0 60,852 D |
| Common Stock | 04/01/2009 | 04/01/2009 | J | | 8,550 | A | \$ 0 42,198 D |
| Common Stock | 04/01/2009 | 04/01/2009 | M | | 10,047 | A | \$ 0 52,245 D |
| Common Stock | 04/01/2009 | 04/01/2009 | F | | 8,344 (2) | D | \$ 4.75 43,901 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| Performance Shares | \$ 0 ⁽³⁾ | 04/01/2009 | 04/01/2009 | A | 4,347 ⁽⁴⁾ | 08/08/1988 ⁽³⁾ 08/08/1988 ⁽³⁾ | Common Stock |
| Performance Shares | \$ 0 ⁽³⁾ | 04/01/2009 | 04/01/2009 | M | 10,047 ⁽⁵⁾ | 08/08/1988 ⁽³⁾ 08/08/1988 ⁽³⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lord Douglas C 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856 | | | Vice President | |

Signatures

Karen Boyle, Attorney
in Fact 04/03/2009

**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) Vesting of restricted stock award.
- (2) Share withholding for tax purposes reflects 3,835 shares withheld for vesting of restricted stock award of 8,550 shares and 4,509 shares withheld for 10,047 performance shares vested.
- (3) Not applicable.
- (4) These Performance Shares were earned based on achievement of specific performance criteria that are not tied to the market price of issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective earned date.
- (5) Performance Shares vested and converted to shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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