MACDONALD MICHAEL C
Form 4
March 04, 2003
SEC Form 4

FORM 4 [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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	OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5

1. Name and Address of Reporting Person* **Mac Donald, Michael C.** (Last) (First) (Middle) **800 Long Ridge Road** **P. O. Box 1600** (Street) **Stamford, CT 06904** (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol **Xerox Corporation XRX** 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Day/Year) **02/28/2003** 5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _ Director _ 10% Owner X Officer (give title below) _ Other (specify below) Description **Senior Vice President** 7. Individual or Joint/Group Filing (Check Applicable Line) X 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	A/D	Price			
Common Stock							$	62,566	D	
Common Stock							$	45	I	children
Incentive Stock Rights							$	40,000	D	
Xerox Stock Fund	02/28/2003		J		851.670487	A	$	9012.763416	I (01)	Xerox Stock Fund

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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(DE) and Expiration Date(ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares		
Stock Option	**$4.75**								**12/31/2010**	**Common Stock**		**$**	**93,500**
Stock Option	**$5.14**								**12/31/2011**	**Common Stock**		**$**	**50,000**
Stock Option	**$7.885**								**12/31/2012**	**Common Stock**		**$**	**149,600**
Stock Option	**$10.365**								**12/31/2011**	**Common Stock**		**$**	**93,500**
Stock Option	**$21.7812**								**12/31/2009**	**Common Stock**		**$**	**30,000**
Stock Option	**$36.7032**								**12/31/2005**	**common Stock**		**$**	**36,054**
Stock Option	**$46.875**								**12/31/2008**	**Common Stock**		**$**	**17,166**
Stock Option	**$47.50**								**12/31/2009**	**Common Stock**		**$**	**6,282**
Stock Option	**$59.4375**								**12/31/2006**	**Common Stock**		**$**	**1,184**
Deferred Comp.	**$**								**N/A**	**Common Stock**		**$**	**$58,628**

Explanation of Responses:

(01) Units purchased in Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.

By: **Date:**

/s/ K. W. Fizer   03/04/2003

** Signature of Reporting Person   SEC 1474 (9-02)

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

* 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).
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.

Additional Information Reported For This Form

Name and Address of Reporting Person[*] **Mac Donald, Michael C.**			Issuer Name and Ticker or Trading Symbol	Statement for (Month/Day/Year)
(Last)	(First)	(Middle)	**Xerox Corporation** **XRX**	**02/28/2003**
800 Long Ridge Road **P. O. Box 1600**				
	(Street)			
Stamford, CT 06904				
(City)	(State)	(Zip)		

The undersigned hereby authorizes each of E. M. Filter, K. W. Fizer and M. S. Wagner, with full power to act alone, to file one or more beneficial ownership reports on behalf of the undersigned disclosing the undersigned's beneficial ownership of securities of Xerox Corporation, and amendments thereto, pursuant to the requirements of the Securities Exchange Act of 1934, as amended, which reports and amendments shall contain such information as either E. M. Filter, K. W. Fizer or M. S. Wagner deems appropriate. The undersigned hereby appoints each of E. M. Filter, K. W. Fizer or M. S. Wagner as attorneys-in-fact, with full powers to act alone, to execute such Forms and any and all amendments thereto in the name oand on behalf of the undersigned and to file with the Securities and Exchange Commission a form of this Power of Attorney, hereby granting to said attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever that said attorney or attorneys may deem necessary or advisable to carry out fully the intent of the foregoing as the undersigned might or could do personally.
IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of the 15th day of June, 2000.
/s/ Michael C. Mac Donald