Lord Douglas C Form 4 August 03, 2009

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
obligations

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 <u>\*</u> Lord Douglas C

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

(Zip)

XEROX CORP [XRX]
3. Date of Earliest Transaction

(Month/Day/Year)

08/01/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ X\_\_ Officer (give title \_\_\_\_\_ Other (specify

45 GLOVER AVENUE, P.O. BOX

(Street)

(State)

(First)

4505

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Vice President

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

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response...

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

below)

NORWALK, CT 06856

(City)

Stock Units

			Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiency Owned							ly Owned	
1.7	Γitle of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acqui	ired	5. Amount of	6. Ownership	7. Nature of	
Se	curity	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of			Securities	Form: Direct	Indirect	
(In	ıstr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial	
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(4)		Reported			
						(A)		Transaction(s)			
D.				Code V	Amount	or (D) P	Price	(Instr. 3 and 4)			
	estricted	08/01/2009		A	20,000	A \$	0 6	140,852	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)

#### Edgar Filing: Lord Douglas C - Form 4

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber Expiration		tion Date	Amount of	Derivative	Deriv	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative Security		· · · · · · · · · · · · · · · · · · ·	, ,	Securities		(Instr. 3 and 4)		Owne		
					Acquired					Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Date Exercisable	Expiration Date	Title N	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

## **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 08/03/2009

\*\*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).

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.

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