Edgar Filing: KEEGAN ROBERT J - Form 4

KEEGAN R Form 4	COBERT J										
January 19,	2011										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB AF	PROVAL		
	UNITED	STATES		RITIES A shington			NGE C	OMMISSION	OMB Number:	3235-0287	
Check this box									Expires:	January 31,	
				NGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated average burden hours per response 0.5			
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Ac Section 17(a) of the Public Utility Holding Company Act of 193 30(h) of the Investment Company Act of 1940						1935 or Section					
(Print or Type	Responses)										
1. Name and Address of Reporting Person _ 2. Issuer KEEGAN ROBERT J Symbol								5. Relationship of Reporting Person(s) to Issuer			
			XEROX	X CORP [XRX]				(Check all applicable)			
(Last)	(First) (Middle)	3. Date of	f Earliest T	ransaction			(Cheek)	
45 GLOVER AVENUE 01/14/2 (Street) 4. If Ame			h/Day/Year) 4/2011				X Director 10% Owner Officer (give title Other (specify below) below)				
			nendment, Date Original fonth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NORWAL	K, CT 06856							Form filed by M Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Deferred	01/14/2011				Amount 6,621	or (D)	Price \$	(Instr. 3 and 4)	D		
Stock Units	01/14/2011			A	<u>(1)</u>	A	11.455	6,621	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: KEEGAN ROBERT J - 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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KEEGAN ROBERT J 45 GLOVER AVENUE NORWALK, CT 06856	Х						
Signatures							
Karen Boyle, Attorney in Fact	01/1	9/2011					
<u>**</u> Signature of Reporting Person	D	ate					

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) Deferred Stock Units issued as payment of fees under the terms of the 2004 Non-Employee Directors Compensation Plan.

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.