XEROX CORP Form 4 July 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

07/01/2014

07/01/2014

Stock

Stock

Common

1. Name and Address of Reporting Person * Tessler Herve			2. Issuer Name and Ticker or Trading Symbol XEROX CORP [XRX]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle) 3.]	Date of Earliest T	ransaction			(Chec	k all applicable)	
45 GLOVER AVENUE			Ionth/Day/Year) 7/01/2014				Director 10% OwnerX Officer (give title Other (specify below) Senior Vice President			
NODWAY	(Street)	If Amendment, Date Original led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting				
NORWAL						Person				
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Da any (Month/Day/	Code	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)	
Common Stock	07/01/2014		M	12,231 (1)	A	<u>(2)</u>	65,642	D		
Common Stock	07/01/2014		F	1,101 (3)	D	\$ 12.38	64,541	D		
Common	07/01/2014		٨	24,043	٨	\$	QQ 5QA	D		

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

A

F

(4)

(3)

2,164

D

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SEC 1474

(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 stionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underly (Instr. 3
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0 (2)	07/01/2014		A	10,165 (5)		08/08/1988(2)	08/08/1988(2)	Comm
Performance Shares	\$ 0 (2)	07/01/2014		M		12,231	08/08/1988(2)	08/08/1988(2)	Comm

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tessler Herve

45 GLOVER AVENUE Senior Vice President

NORWALK, CT 06850

Signatures

Karen Boyle, Attorney 07/02/2014 in Fact

**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) Performance Shares vested and converted to shares of Common Stock.
- (2) Not Applicable.
- (3) Shares withheld to pay for taxes on Performance Shares that have vested.
- (4) Shares awarded and vesting based on 3 year cumulative performance.
- (5) 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 earned date.

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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