

Lesko James H  
Form 4  
February 16, 2007

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Lesko James H

(Last) (First) (Middle)

C/O XEROX CORPORATION, P.O.  
BOX 1600 / 800 LONG RIDGE  
ROAD

(Street)

STAMFORD, CT 06904-1600

(City) (State) (Zip)

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

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

01/02/2007

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Code	V Amount				Price
Incentive Stock Rights	01/02/2007		J <sup>(4)</sup>	V	9,334	D	\$ 0 (2)	0	D	
Common Stock							5,447.37		I	Employee Stock Ownership Plan
Common Stock	01/02/2007		J <sup>(4)</sup>	V	9,334	A	\$ 0 (2)	23,353	D	
Common Stock	01/02/2007		F <sup>(4)</sup>	V	3,291	D	\$ 0	20,062	D	

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Stock (2)

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

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**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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 46.875					01/01/1999 <sup>(1)</sup>		12/31/2008		Common Stock
Stock Option	\$ 59.4375	12/31/2006		H	V	1,104		01/01/2000	12/31/2006	Common Stock
Stock Option	\$ 47.5					03/01/2003		12/31/2009		Common Stock
Stock Option	\$ 21.7812					01/01/2005		12/31/2009		Common Stock
Stock Option	\$ 10.365					01/01/2003 <sup>(1)</sup>		12/31/2011		Common Stock
Stock Option	\$ 7.885					01/01/2004 <sup>(1)</sup>		12/31/2012		Common Stock
Stock Option	\$ 13.685					01/01/2005 <sup>(1)</sup>		12/31/2011		Common Stock
Performance Shares	\$ 0 <sup>(2)</sup>	02/15/2007		A		8,833 <sup>(3)</sup>		08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Lesko James H  
C/O XEROX CORPORATION  
P.O. BOX 1600 / 800 LONG RIDGE ROAD  
STAMFORD, CT 06904-1600

Vice  
President

## Signatures

K. Boyle,  
Attorney-in-Fact                      02/16/2007

\_\_Signature of Reporting                      Date  
Person

## 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) Options vest over three years, 33.3% per year beginning in year shown.
- (2) Not Applicable
- (3) 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 grant date.
- (4) Vesting of Incentive Stock Rights.

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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