

XEROX CORP  
Form 4  
February 01, 2008

**FORM 4**

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

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

**OMB APPROVAL**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JORDAN VERNON E JR**

(Last) (First) (Middle)

**45 GLOVER AVENUE, P.O. BOX  
4505**

(Street)

**NORWALK, CT 06856-4505**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/31/2008**

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)

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)	Price			
Common Stock						40,019.4899	D	
Deferred Stock Units	01/31/2008		A <sup>(4)</sup>	51	A	\$ 16.215	21,868	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)

## Edgar Filing: XEROX CORP - Form 4

**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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Options	\$ 10.5						01/01/2004 <sup>(1)</sup>	05/15/2013	Common Stock 5,000
Stock Options	\$ 6.8						01/01/2003 <sup>(1)</sup>	09/09/2012	Common Stock 5,000
Stock Options	\$ 9.25						01/01/2002 <sup>(1)</sup>	08/28/2011	Common Stock 5,000
Stock Options	\$ 27						01/01/2001 <sup>(1)</sup>	05/18/2010	Common Stock 5,000
Stock Options	\$ 60.4375						01/01/2000 <sup>(1)</sup>	05/20/2009	Common Stock 5,000
Stock Options	\$ 54.2188						01/01/1999	05/22/2008	Common Stock 5,000
Deferred Comp.	\$ 0 <sup>(2)</sup>						08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	Common Stock \$ 0 <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
JORDAN VERNON E JR 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505	X			

## Signatures

K. Boyle,  
Attorney-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) Options vest over three years, 33.3% per year beginning in year shown.

(2) Not Applicable.

(3) Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.

(4) Reinvestment of dividend equivalents paid on Deferred Stock Units held as of 12/31/2007.

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.