

XEROX CORP

Form 3

September 11, 2008

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Lord Douglas C

(Last)

(First)

(Middle)

45 GLOVER AVENUE,Â P.O.
BOX 4505

(Street)

NORWALK,Â CTÂ 06856

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/04/2008

3. Issuer Name **and** Ticker or Trading Symbol
XEROX CORP [XRX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Vice President6. 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

33,648

D

Â

Restricted Stock Units

69,402 ⁽³⁾

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and Expiration
Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Performance Shares	08/08/1988 ⁽¹⁾	08/08/1988 ⁽¹⁾	Common Stock	61,880 ⁽²⁾	\$ 0 ⁽¹⁾	D	Â
Stock Options	01/01/2002	12/31/2008	Common Stock	3,986	\$ 55	D	Â
Stock Options	03/01/2003	12/31/2009	Common Stock	2,142	\$ 47.5	D	Â
Stock Options	03/01/2003	12/31/2009	Common Stock	1,071	\$ 26.625	D	Â
Stock Options	01/01/2003	12/31/2009	Common Stock	5,359	\$ 21.7812	D	Â
Stock Options	01/01/2003	12/31/2009	Common Stock	15,000	\$ 21.7812	D	Â
Stock Options	01/01/2004	12/31/2010	Common Stock	10,750	\$ 4.75	D	Â
Stock Options	01/01/2005	12/31/2011	Common Stock	14,100	\$ 10.365	D	Â
Stock Options	01/01/2006	12/31/2012	Common Stock	23,400	\$ 7.885	D	Â
Stock Options	12/31/2005	12/31/2011	Common Stock	16,000	\$ 13.685	D	Â

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	Â	Â	Â Vice President	Â

Signatures

Karen Boyle, Attorney
in Fact 09/11/2008

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Not Applicable

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- (2) 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.
- (3) Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements.

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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