Guers Jacques
Form 3
July 10, 2009

FORM 3

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

OMB APPROVAL

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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 Guers Jacques
(Last) (First) (Middle)

45 GLOVER AVENUE,Â P.O. BOX 4045
(Street)

NORWALK,Â CTÂ 06856
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/01/2009

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer __X__ Other
(give title below) (specify below)
President, Developing Markets

5. If Amendment, Date Original Filed(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 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	43,781	D	Â
Restricted Stock Units	56,325 (1)	D	Â

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

SEC 1473 (7-02)

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 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 of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	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(2)	08/08/1988(2)	Common Stock	3,243 (3)	$ 0 (2)	D	Â
Stock Options	01/01/2003	12/31/2009	Common Stock	7,500	$ 21.7812	D	Â
Stock Options	01/01/2003	12/31/2009	Common Stock	6,074	$ 21.7812	D	Â
Stock Options	03/01/2003	12/31/2009	Common Stock	453	$ 26.625	D	Â
Stock Options	03/01/2003	12/31/2009	Common Stock	905	$ 47.5	D	Â
Stock Options	01/01/2005	12/31/2012	Common Stock	23,400	$ 7.885	D	Â
Stock Options	01/01/2006	12/31/2011	Common Stock	23,400	$ 10.365	D	Â
Stock Options	01/01/2006	12/31/2011	Common Stock	21,000	$ 13.685	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guers Jacques 45 GLOVER AVENUE P.O. BOX 4045 NORWALK,Â CTÂ 06856	Â	Â	Â	President, Developing Markets

Signatures

Karen Boyle, Attorney in Fact	07/10/2009
**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) Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements.

(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.

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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