

XEROX CORP

Form 3

June 11, 2007

**FORM 3****UNITED 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 \*

Allen Quincy L

(Last)

(First)

(Middle)

800 LONG RIDGE  
ROAD, P.O. BOX 1600

(Street)

STAMFORD, CT 06902

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/24/2007

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 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 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)

Restricted Stock

20,500 <sup>(2)</sup>

D

A

Common Stock

2,432.3899

I

Employee Stock Ownership Plan

Xerox Stock Fund

40,952.8895

I

Xerox Stock Fund <sup>(4)</sup>

Xerox Stock Fund

4,607.185

I

Xerox Stock Fund held in  
spouse's name <sup>(4)</sup>

Common Stock

1,888.968

I

Employee Stock Ownership Plan  
held in spouse's name

Common Stock

51.1218

I

Xerox Common Stock held in  
spouse's name

Common Stock

6,101.547

D

A

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                           | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|---------------------------|--------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable                                            | Expiration Date           | Title                                                                          | Amount or Number of Shares |                                                        |                                                                                    |                                                          |
| Stock Options                                 | 01/01/2002                                                  | 12/31/2008                | Common Stock                                                                   | 2,660                      | \$ 59.4375                                             | D                                                                                  | Â                                                        |
| Stock Options                                 | 01/01/2003                                                  | 12/31/2009                | Common Stock                                                                   | 15,000                     | \$ 21.7812                                             | D                                                                                  | Â                                                        |
| Stock Options                                 | 01/01/2003                                                  | 12/31/2009                | Common Stock                                                                   | 6,562                      | \$ 21.7812                                             | D                                                                                  | Â                                                        |
| Stock Options                                 | 03/01/2003                                                  | 12/31/2009                | Common Stock                                                                   | 2,184                      | \$ 25.8125                                             | D                                                                                  | Â                                                        |
| Stock Options                                 | 01/01/2005                                                  | 12/31/2011                | Common Stock                                                                   | 23,400                     | \$ 10.365                                              | D                                                                                  | Â                                                        |
| Stock Options                                 | 01/01/2006                                                  | 12/31/2012                | Common Stock                                                                   | 15,600                     | \$ 7.885                                               | D                                                                                  | Â                                                        |
| Stock Options                                 | 01/01/2006                                                  | 12/31/2011                | Common Stock                                                                   | 16,000                     | \$ 13.685                                              | D                                                                                  | Â                                                        |
| Deferred Compensation                         | 08/08/1988 <sup>(1)</sup>                                   | 08/08/1988 <sup>(1)</sup> | Common Stock                                                                   | \$ 121,469.52              | \$ 121,469.52                                          | D                                                                                  | Â                                                        |
| Performance Shares                            | 08/08/1988 <sup>(1)</sup>                                   | 08/08/1988 <sup>(1)</sup> | Common Stock                                                                   | 24,001 <sup>(3)</sup>      | \$ 0 <sup>(1)</sup>                                    | D                                                                                  | Â                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |                  |       |
|--------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                                | Director      | 10% Owner | Officer          | Other |
| Allen Quincy L<br>800 LONG RIDGE ROAD<br>P.O. BOX 1600<br>STAMFORD,Â CTÂ 06902 | Â             | Â         | Â Vice President | Â     |

## Signatures

Karen Boyle,  
Attorney-in-Fact

06/11/2007

\_\_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

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

(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) Units purchased in Xerox Stock Fund under Xerox Savings Plan. Amount does not represent shares of stock, but dollars invested divided by unit value.

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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