

Blodgett Thomas W
Form 4
February 08, 2010

FORM 4

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

OMB APPROVAL

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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 *
Blodgett Thomas W

2. Issuer Name and Ticker or Trading Symbol
AFFILIATED COMPUTER SERVICES INC [ACS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3748 HORSEMINT TRAIL
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

LEXINGTON, KY 40509

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock \$0.01 par value | | | | | 316 ⁽¹⁾ | I | 401k Plan |
| Class A Common Stock \$0.01 par value | 09/30/2009 | | I | 231 A \$ 52.42 | 1,796 | I | ESP Plan |
| Class A Common Stock | 02/05/2010 | | G | 1,000 D ⁽²⁾ | 796 | I | ESP Plan |

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Stock
\$0.01 par
value

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

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SEC 1474
(9-02)

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) | 8. F. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 44.81 | | | | | <u>(3)</u> 08/20/2019 | | Class A Common | 75,000 |
| Employee Stock Option (Right to Buy) | \$ 44.77 | | | | | <u>(4)</u> 05/27/2019 | | Class A Common | 55,200 |
| Employee Stock Option (Right to Buy) | \$ 50.29 | | | | | <u>(4)</u> 08/15/2017 | | Class A Common | 150,000 |
| Employee Stock Option (Right to Buy) | \$ 59.13 | | | | | <u>(4)</u> 06/14/2017 | | Class A Common | 50,000 |
| Employee Stock Option | \$ 50.25 | | | | | <u>(4)</u> 03/18/2015 | | Class A Common | 100,000 |

| | | | | | |
|-----------------------|----------|-----|------------|----------------|--------|
| (Right to Buy) | | | | | |
| Employee Stock Option | \$ 51.9 | (5) | 07/30/2014 | Class A Common | 16,000 |
| (Right to Buy) | | | | | |
| Employee Stock Option | \$ 44.1 | (5) | 07/21/2013 | Class A Common | 12,000 |
| (Right to Buy) | | | | | |
| Employee Stock Option | \$ 37.57 | (5) | 07/23/2012 | Class A Common | 6,800 |
| (Right to Buy) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Blodgett Thomas W 3748 HORSEMINT TRAIL LEXINGTON, KY 40509 | | | Executive Vice President | |

Signatures

/s/ Thomas W. Blodgett 02/08/2010

__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) Adjusted for changes in value of units held in Plan.
- (2) This disposition involved a gift to an unrelated third party and reporting person received no consideration from the recipient for the gift. These options vest and become exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary date and continuing on each such anniversary thereafter through and including the fifth anniversary of the date of the grant, 20% of such options shall vest and become exercisable. The date of grant is 10 years prior to the stated expiration date.
- (3) Originally, these options vested and became exercisable as follows: on each anniversary date of the grant, commencing with the first such anniversary date and continuing on each such anniversary thereafter through and including the fifth anniversary dates of the grant, 20% of such options will vest and become exercisable. Pursuant to the Agreement and Plan of Merger, dated as of September 27, 2009, as amended by Amendment No. 1 to the Agreement and Plan of Merger dated as of December 13, 2009, among Xerox Corporation ("Xerox"), Boulder Acquisition Corp., a Delaware corporation and a direct wholly owned subsidiary of Xerox, and Affiliated Computer Services, Inc., the vesting of stock options is accelerated so that all stock option grants granted prior to August 20, 2009 are 100% vested. The date of grant is 10 years prior to the stated expiration date.

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(5) These options are fully vested and exercisable.

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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