

XEROX CORP  
Form 4  
August 01, 2006

**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 \*  
Lesko James H

(Last) (First) (Middle)

C/O XEROX CORPORATION, P.O.  
BOX 1600 / 800 LONG RIDGE  
ROAD

(Street)

STAMFORD, CT 06904-1600

(City) (State) (Zip)

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

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

07/28/2006

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)  
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 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)
			Code	V	Amount	(A) or (D)	Price
Incentive Stock Rights					9,334	D	
Common Stock					5,447.37	I	Employee Stock Ownership Plan
Common Stock	07/28/2006		M/K <sup>(4)</sup>	25,245	A	\$ 0 <sup>(2)</sup>	39,264
Common Stock	07/28/2006		F <sup>(4)</sup>	14,018	D	\$ 14.2	25,246

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Stock

Common Stock	07/28/2006	S <sup>(4)</sup>	11,227	D	\$ 14.22	14,019	D
Common Stock	07/28/2006	M	24,755	A	\$ 0 <sup>(2)</sup>	38,774	D
Common Stock	07/28/2006	S	24,755	D	\$ 14.22	14,019	D

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

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(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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 46.875					01/01/1999 <sup>(1)</sup>	12/31/2008	Common Stock
Stock Option	\$ 59.4375					01/01/2000 <sup>(1)</sup>	12/31/2006	Common Stock
Stock Option	\$ 47.5					03/01/2003	12/31/2009	Common Stock
Stock Option	\$ 21.7812					01/01/2005	12/31/2009	Common Stock
Stock Option	\$ 10.365					01/01/2003 <sup>(1)</sup>	12/31/2011	Common Stock
Stock Option	\$ 7.885	07/28/2006		M/K <sup>(4)</sup>	25,245	01/01/2004 <sup>(1)</sup>	12/31/2012	Common Stock
Stock Option	\$ 7.885	07/28/2006		M	24,755	01/01/2004 <sup>(1)</sup>	12/31/2012	Common Stock
Stock Option	\$ 13.685					01/01/2005 <sup>(1)</sup>	12/31/2011	Common Stock
	\$ 0 <sup>(2)</sup>					08/08/1988 <sup>(2)</sup>	08/08/1988 <sup>(2)</sup>	

Performance  
Shares

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lesko James H C/O XEROX CORPORATION P.O. BOX 1600 / 800 LONG RIDGE ROAD STAMFORD, CT 06904-1600			Vice President	

## Signatures

K. Boyle,  
Attorney-in-Fact                      08/01/2006

\_\_Signature of Reporting                      Date  
Person

## 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) 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) Stock options were exercised by stock swap using the attestation method

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