

Dastin Richard M
Form 4
July 06, 2011

FORM 4

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

OMB APPROVAL

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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 *
Dastin Richard M

(Last) (First) (Middle)
45 GLOVER AVENUE, P.O. 4505
(Street)

NORWALK, CT 06856

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Restricted Stock Units | 07/01/2011 | | J | | 10,310 (3) D \$ 0 (4) | 108,750 | D |
| Common Stock | 07/01/2011 | | J | | 10,310 (3) A \$ 0 (4) | 28,489.6809 | D |
| Common Stock | 07/01/2011 | | F | | 3,735 (5) D \$ 10.71 | 24,754.6809 | D |
| Common Stock | 07/01/2011 | | M | | 5,155 (1) A \$ 0 (4) | 29,909.6809 | D |
| Common Stock | 07/01/2011 | | F | | 1,870 (6) D \$ 10.71 | 28,039.6809 | D |

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(6) Shares withheld to pay for taxes on the Performance Shares that have vested.

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