

Dastin Richard M  
 Form 4  
 July 02, 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 \*  
 Dastin Richard M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 07/01/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President

(Street)  
 NORWALK, CT 06856

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price (D) (Instr. 3, 4 and 5)   |  |                                   |
| Common Stock                    | 07/01/2010                           |  | M                              |   | 4,865<br>(1) \$ 0<br>(2)  | A  | 15,510.68 D                       |
| Restricted Stock Units          | 07/01/2010                           |  | J                              |   | 6,950<br>(2) \$ 0<br>(2)  | D  | 119,060 D                         |
| Common Stock                    | 07/01/2010                           |  | J                              |   | 6,950<br>(3) \$ 0<br>(2)  | A  | 22,460.68 D                       |
| Common Stock                    | 07/01/2010                           |  | F                              |   | 1,763<br>(4) \$ 7.97  | D  | 20,697.68 D                       |
| Common Stock                    | 07/01/2010                           |  | F                              |   | 2,518<br>(5) \$ 7.97  | D  | 18,179.68 D                       |



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(5) Taxes withheld for vesting of Restricted Stock Shares.

(6) 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 earned 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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