

XEROX CORP  
Form 4  
July 17, 2006

**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 \*  
NICHOLAS NICHOLAS J JR

(Last) (First) (Middle)

800 LONG RIDGE ROAD, P. O.  
BOX 1600

(Street)

STAMFORD 06904

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/14/2006

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)

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 (A) or (D) Price			
Common Stock					106,700	D	
Common Stock					1,400	I	Spouse
Deferred Stock Unit	07/14/2006		A <sup>(5)</sup>	5,347 A \$ 13.56	21,037	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control**

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(9-02)

number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 10.5					01/01/2004 <sup>(3)</sup>	05/15/2013	Common Stock	5,000
Stock Option	\$ 6.8					01/01/2003 <sup>(3)</sup>	09/09/2012	Common Stock	5,000
Stock Option	\$ 9.25					01/01/2002 <sup>(3)</sup>	08/28/2011	Common Stock	5,000
Stock Option	\$ 26.5625					01/01/1997	05/22/2006	Common Stock	5,000
Stock Option	\$ 27					01/01/2001 <sup>(3)</sup>	05/18/2010	Common Stock	5,000
Stock Option	\$ 32.1563					01/01/1998 <sup>(4)</sup>	05/14/2007	Common Stock	5,000
Stock Option	\$ 54.2188					01/01/1999	05/22/2006	Common Stock	5,000
Stock Option	\$ 60.4375					01/01/2000 <sup>(3)</sup>	05/20/2009	Common Stock	5,000
Deferred Comp.	\$ 0 <sup>(1)</sup>					08/08/1988 <sup>(1)</sup>	08/08/1988 <sup>(1)</sup>	Common Stock	\$ 0 <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLAS NICHOLAS J JR 800 LONG RIDGE ROAD P. O. BOX 1600	X			

