### Edgar Filing: Nazemetz Patricia M - Form 4

Nazemetz Patricia Form 4 July 02, 2008	a M										
FORM 4	UNITEI							OMB APPROVAL OMB 3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Washington, D.C. 20549 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							Number: Expires: January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type Respon	nses)										
1. Name and Address of Reporting Person <u>*</u> Nazemetz Patricia M			Symbol	Inc.			Relationship of Reporting Person(s) to suer (Check all applicable)				
(Last) (First) (Middle) XEROX CORPORATION, 800 LONG RIDGE ROAD				07/01/2008 —				X Director 10% Owner Officer (give title Other (specify low) below)			
(Street) STAMFORD, CT 06904				Filed(Month/Day/Year) Ap			Individual or Joint/Group Filing(Check pplicable Line) K_ Form filed by One Reporting Person _ Form filed by More than One Reporting erson				
(City) (	(State)	(Zip)	Table I - N	on-Derivat	tive Securi		red, Disposed of,	or Beneficiall	v Owned		
1.Title of Security (Instr. 3)	ar		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
(No Non-Derivative				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Securities Beneficially Owned)							0	D			

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

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# 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. Transactic Code (Instr. 8)	5. Number 6. Date Exercisable and nof Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	(1)	07/01/2008		А	625	(1)	(1)	Common Stock	625	<u>(1)</u>

## **Reporting Owners**

Reporting Owner Name / Addr	ess	Relationships						
	Director	10% Owner	Officer	Other				
Nazemetz Patricia M XEROX CORPORATION 800 LONG RIDGE ROAD STAMFORD, CT 06904	Х							
Signatures								
Patricia M. Nazemetz	07/02/2008							
<u>**</u> Signature of	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) Phantom stock granted and dividend phantom stock credited to a participant's account under the Company's Director Share Plan may be settled in cash only after the participant ceases to serve as a director of the Company.
- (2) Includes dividend phantom stock acquired pursuant to the dividend reinvestment feature included in the Company's Director Share Plan which is exempt from reporting under Rule 16a-11.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Person