## Edgar Filing: NICHOLAS NJ JR - Form 4

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Form 4	S NJ JK										
January 19,	2011										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISS								OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287		
Check the if no lon subject to Section Form 4	nger <b>STATEN</b> 16.	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							Expires:January 31 2009Estimated average burden hours per response0.8		
Form 5 obligatio may cor <i>See</i> Instr 1(b).	ons Section 17(								1		
(Print or Type	Responses)										
NICHOLAS NJ JR Syn			2. Issue Symbol					5. Relationship of Reporting Person(s) to Issuer			
			XEROX CORP [XRX]					(Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction			N					
45 GLOVER AVENUE, P.O. BOX 01/14/ 4505 (Street) 4. If An			(Month/Day/Year) 01/14/2011					X_ Director 10% Owner Officer (give title Other (specify below) below)			
			4. If Am	If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check			
			Filed(Mo					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NOKWAL	<b>K</b> , C1 00850-450	5						Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Deferred Stock Units	01/14/2011			A	5,675 (1)	A	\$ 11.455	61,155 <u>(2)</u>	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 number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NICHOLAS NJ JR 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505	Х						
Signatures							
Karen Boyle, Attorney in Fact	01/1						
**Signature of Reporting Person	D	ate					

## **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) Deferred Stock Units issued as payment of fees under the terms of the 2004 Non-Employee Directors Compensation Plan.
- (2) This amount also includes 248 shares paid on July 30, 2010 and 226 shares paid on October 29, 2010 from the reinvestment of dividend equivalents paid on Deferred Stock Units held as of 6/30/2010 and 9/30/2010, respectively.

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.