Dastin Richard M Form 4 July 06, 2011

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dastin Richard M Issuer Symbol XEROX CORP [XRX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 45 GLOVER AVENUE, P.O. 4505 07/01/2011 below) Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

NORWALK, CT 06856

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	or Beneficial	ly 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 or(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Restricted Stock Units	07/01/2011		Code V J	Amount 10,310 (3)	(D)	Price \$ 0 (4)	(Instr. 3 and 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	

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

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(9-02)

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	` '	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title an Underlyin (Instr. 3 a
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0 (4)	07/01/2011	A	28,876 (2)		08/08/1988(4)	08/08/1988(4)	Commo
Performance Shares	\$ 0 (4)	07/01/2011	M		5,155 (1)	08/08/1988(4)	08/08/1988(4)	Commo

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		

Dastin Richard M **45 GLOVER AVENUE** P.O. 4505 NORWALK, CT 06856

Vice President

Signatures

Karen Boyle, Attorney 07/06/2011 in Fact

**Signature of Reporting Person

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).
- Performance Shares vested and converted to shares of Common Stock.
- 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.
- (3) Vesting of restricted stock award.
- (4) Not Applicable
- (5) Shares withheld to pay for taxes on Restricted Stock that has vested.

Reporting Owners 2

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

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.