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Guers Jacques Form 4 July 06, 2011OMB APPROVALFORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549OMB APPROVALCheck this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESOMB APPROVALFiled 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).Similar Act of 1935 or Section 1000000000000000000000000000000000000									
1. Name and Ac Guers Jacque	Symbol	 Issuer Name and Ticker or Trading Symbol XEROX CORP [XRX] Date of Earliest Transaction (Month/Day/Year) 07/01/2011 				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 45 GLOVER 4045	(Month/Da					Director 10% Owner Officer (give title Other (specify below) below) Vice President			
NORWALK	(Street) , CT 06856		4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person 		
(City)	(State) (Zij	^{p)} Table	I - Non-De	erivative S	ecurit	ties Acc	quired, Disposed o	f, or Beneficial	lly Owned
(Instr. 3) any		Execution Date, if	emed 3. on Date, if Transactio Code		l of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Restricted Stock Units	07/01/2011		Code V J	Amount 9,735 (3)		Price \$ 0 (4)	(Instr. 3 and 4) 39,640	D	
Common Stock	07/01/2011		J	9,735 (<u>3)</u>	А	(4)	62,723	D	
Common Stock	07/01/2011		М	4,688 (1)	А	\$ 0 (4)	67,411	D	

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Date (Month/Day/Year		7. Title ar Underlyin (Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	\$ 0 <u>(4)</u>	07/01/2011		А	28,534 (2)		08/08/1988 <u>(4)</u>	08/08/1988(4)	Commo Stock
Performance Shares	\$ 0 <u>(4)</u>	07/01/2011		М		4,688 (1)	08/08/1988(4)	08/08/1988(4)	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Guers Jacques 45 GLOVER AVENUE P.O. BOX 4045 NORWALK, CT 06856			Vice President				
Signatures							
Karen Boyle, Attorney in Fact	07/0	6/2011					
**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) Performance Shares vested and converted to shares of Common Stock.
- (2) 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.

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.