Maddison Thomas J Form 3 March 02, 2012

### FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement XEROX CORP [XRX] A Maddison Thomas J (Month/Day/Year) 02/22/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 45 GLOVER AVENUE, P.O. (Check all applicable) **BOX 4505** (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting SVP & Chief HR Officer Person NORWALK, CTÂ 06856 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 35,646 D Restricted Stock Units 35,000 (1) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative	2. Date Exercisable and Expiration	3. Title and Amount of	4.	5.	6. Nature of
Security	Date	Securities Underlying	Conversion	Ownership	Indirect Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Security: Direct (D) or Indirect (I) (Instr. 5)	
Performance Shares (2)	08/08/1988(3)	08/08/1988(3)	Common Stock	13,593	\$ 0 (3)	D	Â
Stock Options	01/01/2003	12/31/2012	Common Stock	5,000	\$ 7.885	D	Â

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
r	Director	10% Owner	Officer	Other	
Maddison Thomas J 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856	Â	Â	SVP & Chief HR Officer	Â	

## **Signatures**

Karen Boyle, Attorney 03/02/2012 in Fact

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. Thes rights are subject to vesting requirements.
- 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) 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.

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