XEROX CORP Form 4 July 03, 2012

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

Form 5 obligations

may continue. See Instruction 1(b).

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31,

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OMB APPROVAL

(Print or Type Responses)

1. Name and Address of Reporting Person * **BLODGETT LYNN**

(First) (Middle) (Last)

45 GLOVER AVENUE

(Street)

NORWALK, CT 06850

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

XEROX CORP [XRX] 3. Date of Earliest Transaction

(Month/Day/Year)

3.

07/01/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) **Executive Vice President**

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(Month/Day/Year)

Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

4. Securities

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of

Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

5. Number of 4. **Transaction**Derivative Securities Code

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title and Underlying ((Instr. 3 and

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security

(Instr. 3, 4, and

5)

Code V (A) (D) Date Exercisable Expiration Date

101,148 Performance Common $\$0^{(2)}$ 08/08/1988(2) 08/08/1988(2) 07/01/2012 A Shares (1) (1) Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BLODGETT LYNN 45 GLOVER AVENUE NORWALK, CT 06850

Executive Vice President

Signatures

Karen Boyle, Attorney 07/03/2012 in Fact

**Signature of Reporting Person 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).
- These performance shares were earned based on achievement of specific annual performance criteria that are not tied solely to the market **(1)** price of Issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective earned date.
- (2) 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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