Edgar Filing: XEROX CORP - Form 4

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Form 4												
February 01, 1	Л	STATES						NGE (COMMISSION	OMB	PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	5. 5. Filed pur snue. Section 17(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									Number: January 31 Expires: 200 Estimated average burden hours per response 0.4	
(Print or Type R	esponses)											
LIU DON H Symbo			Symbol	2. Issuer Name and Ticker or Trading ymbol XEROX CORP [XRX]					5. Relationship of Reporting Person(s) to Issuer			
									(Check all applicable) <u></u> Director 10% Owner <u></u> Officer (give title Other (specify below) below) Sr Vice Pres, Gen Coun & Sec'y			
				mendment, Date Original Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
NORWALK	, CT 06856-4503	5							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	I - Non	-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3, Amount	l (A) c l of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/30/2013			S	v	5,000	(D) D	\$ 8.2	148,145	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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt 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				
LIU DON H 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505			Sr Vice Pres, Gen Coun & Sec'y					
Signatures								
Karen Boyle, Attorney in Fact	02/0	1/2013						
**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).

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.