BURNS URSULA M

Form 5

February 06, 2013

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Expires:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BURNS URSULA M** Symbol XEROX CORP [XRX] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director 10% Owner Other (specify _X_ Officer (give title 12/31/2012 below) below) 45 GLOVER AVENUE, P.O BOX Chairman and CEO 4505 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

NORWALK, Â CTÂ 06856-4505

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

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership Beneficially Form: Owned at end of Direct (D) Issuer's Fiscal or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	or (D)	Price	Year (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	11/07/2012	Â	G	300,000	D	\$0	1,025,082 (1)	D	Â
Common Stock	11/07/2012	Â	G	300,000	A	\$0	300,000 (2)	I	Trust - Daughter
Common Stock	11/07/2012	Â	G	300,000	A	\$0	300,000 (3)	I	Trust - Son
Common Stock	11/07/2012	Â	G	300,000	D	\$0	725,082	D	Â
	Â	Â	Â	Â	Â	Â	53,944 (1)	I	

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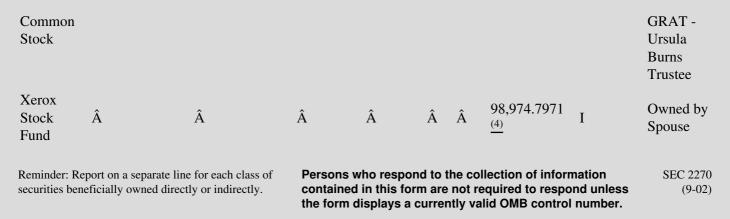


Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivativ Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

of

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Reporting Owners

Reporting Owner Name / Address	Relationships						
.,	Director	10% Owner	Officer	Other			
BURNS URSULA M 45 GLOVER AVENUE	ÂΧ	Â	Chairman	Â			
P.O BOX 4505 NORWALK, CT 06856-4505	11 11		and CEO				

Signatures

Karen Boyle, Attorney in Fact 02/06/2013

**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).
- (1) Balance reflects 75,077 shares that were transferred from GRAT common stock balance to common stock balance in April 2012.

Reporting Owners 2

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- (2) 300,00 shares of Xerox common stock were gifted by the reporting person on November 7, 2012 to an irrevocable trust for the benefit of the reporting person's daughter.
- (3) 300,00 shares of Xerox common stock were gifted by the reporting person on November 7, 2012 to an irrevocable trust for the benefit of the reporting person's son.
- (4) Balance reflects 4,328.5337 units sold pursuant to Internal Revenue Service's mandatory distribution rules in spouse's 401k account. Note: File three copies of this Form, one of which must be manually signed. If space provided 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.