Edgar Filing: XEROX CORP - Form 4

VEDOV CODD

Form 4												
February 13, FORM	Л	STATES S	ECURI	ITIES A	ND	EXC	HAN	IGE C	COMMISSION		PPROVAL	
Check this	Check this box							Number:	3235-0287 January 31			
if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed pur Section 17(a	ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES muant to Section 16(a) of the Securities Exchange Act of 1934, a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							Expires: 2005 Estimated average burden hours per response 0.5			
(Print or Type R	lesponses)											
LIU DON H Symbol				Name and Ticker or Trading				5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 45 GLOVER 4505	(First) (N R AVENUE, P.O	(N	Date of 1 /1onth/Da 2/11/20	-	ransac	tion			Director X Officer (give below)	10%	Owner er (specify	
				nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NORWALK	, CT 06856-4505	5							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	I - Non-E	Deriva	tive S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8) Code V	on(A) (D) (Ins	or Dis	sposed	of	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	02/11/2013			S	15,	,000	D	\$8	133,145	D		

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

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 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date		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	02/1	3/2013						
**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.