Mancini Joseph H. Form 3 April 08, 2013

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

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Ad Person * Mancini Jo		orting	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol XEROX CORP [XRX]				
(Last)	(First)	(Middle)	04/01/2013	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date Original Filed(Month/Day/Year)	
45 GLOVER BOX 4505	AVENUE	z, P.O.					Thed(Mondabay/Teal)	
(Street) NORWALK, CT 06856-4505				Director 10% Owner Other (give title below) (specify below) VP & Chief Accounting Officer			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned					
1.Title of Securi (Instr. 4)	ty		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr	*	
Common Sto	ck		53,803		D	Â		
Employee Stock Ownership Plan			2,627.8701		D	Â		
Restricted Stock Units			16,940		D	Â		
Common Stock			21,767		I	Spouse		
Restricted Stock Units			36,797		I	Spouse		
Employee Stock Ownership Plan			1,699.0522		I	Spouse		
Reminder: Repor	rt on a separa	te line for ea	ch class of securities benefic	ially				

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Performance Shares	08/08/1988(1) 08/08/1988(1)	Common Stock	16,168 (2)	\$ 0 (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
Mancini Joseph H. 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505	Â	Â	VP & Chief Accounting Officer	Â			

Signatures

Karen Boyle, Attorney 04/08/2013 in Fact

**Signature of Reporting Person

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) Not Applicable.
- (2) 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.

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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