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XEROX CO Form 4	RP										
July 03, 2013									OMB A	PPROVAL	
FORM	UNITED) STATES		RITIES A			NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5	s box er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI 5. SECURITIES								Expires:January 31 2005Estimated average burden hours per response0.5		
obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17	(a) of the	Public Ut		ling Com	pany	Act of	1935 or Section	1		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> LIU DON H			2. Issuer Name and Ticker or Trading Symbol XEROX CORP [XRX]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Checl	k all applicable	:)		
45 GLOVER AVENUE, P.O. BOX 4505			(Month/Day/Year) 07/01/2013					Director 10% Owner X Officer (give title Other (specify below) below) Sr Vice Pres, Gen Coun & Sec'y			
	(Street)	05		ndment, Da hth/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	one Reporting Pe	rson	
	(State)							Person			
(City)	(State)	(Zip)					-	uired, Disposed of		•	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	on Date, if	3. Transactio Code (Instr. 8)	(Instr. 3, 4	sposed 4 and 5 (A) or	l of (D) 5)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	07/01/2013			Code V M	Amount 76,119 (1)	(D) A	Price \$ 0 (2)		D		
Common Stock	07/01/2013			F	29,311 (3)	D	\$ 9.24	170,327	D		
Common Stock	07/01/2013			А	55,450 (4)	А	\$ 9.24	225,777	D		
Common Stock	07/01/2013			F	26,978 (3)	D	\$ 9.24	198,799	D		

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

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Numbe orDerivative Securities (A) or Dis (D) (Instr. 3, 4	Acquired sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underly (Instr. 3
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	<u>(2)</u>	07/01/2013	А	54,690 (5)		08/08/1988 <u>(2)</u>	08/08/1988 <u>(2)</u>	Comm Stoc
Performance Shares	<u>(2)</u>	07/01/2013	М		76,119 (1)	08/08/1988 <u>(2)</u>	08/08/1988 <u>(2)</u>	Comm Stoc

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							

Signature

Karen Boyle, Attorney 07/03/2013 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). **
- (1) Performance Shares vested and converted to shares of Common Stock.
- (2) Not Applicable
- (3) Shares withheld to pay for taxes on the Performance Shares that have vested.
- Shares awarded and vesting based on 3 year cummulative performance. (4)
- These performance shares were earned based on achievement of specific annual performance criteria that are not tied solely to the market (5) price of Issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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