Appelo Willem T Form 4 April 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A Appelo Will	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			XEROX CORP [XRX]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
45 GLOVER AVENUE, P.O. BOX 4505			(Month/Day/Year) 04/01/2009	Director 10% Owner _X_ Officer (give title Other (spec below) below) Senior Vice President		
(Street) NORWALK, CT 06856-4505			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Citv)	(State)	(Zip)	Table I. Non Don't d'or Committee A.			

(City)	(State)	Zip) Table	I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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	04/01/2009	04/01/2009	M	41,580	A	\$ 0	92,813	D	
Common Stock	04/01/2009	04/01/2009	F	19,958	D	\$ 4.75	72,855	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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transaction Code	5. Number of or Derivative		6. Date Exercisable Date (Month/Day/Year	•	7. Title a Underly (Instr. 3
(Instr. 3)	Price of Derivative Security		any (Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month Day) Tear	,	(msu. 3
				Code V	(Α) (Γ	D)	Date Exercisable	Expiration Date	Title
Performance Shares	(1)	04/01/2009	04/01/2009	A	21,045 (2)		08/08/1988(1)	08/08/1988(1)	Comm
Performance Shares	<u>(1)</u>	04/01/2009	04/01/2009	M	41,5	,580 (3)	08/08/1988(1)	08/08/1988(1)	Comm

Reporting Owners

Reporting Owner Name / Address Relationships	
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Director 10% Owner Officer Other

Appelo Willem T 45 GLOVER AVENUE P.O. BOX 4505 NORWALK, CT 06856-4505

Senior Vice President

Signatures

Karen Boyle, Attorney 04/03/2009 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) Not Applicable
- (2) These Performance Shares were earned based on achievement of specific performance criteria that are not tied to the market price of issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective earned date.
- (3) Performance Shares vested and converted to shares of Common Stock.

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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