Edgar Filing: MOTRONI HECTOR J - Form 4

	HECTOR J												
Form 4 February 21	1 2006												
											OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										OMB Number:	3235-0287		
	Check this box if no longer									Expires:	January 31, 2005		
subject Section	CHANGES IN BENEFICIAL OW SECURITIES						VNERSHIP OF	Estimated burden ho	average				
Form 4 or Form 5 Filed pursuant to Section				5(0) 0	f th	o Soourit	ion F	vohon	a_2 A at of 1024	response.	•		
obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section													
<i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b).													
(Print or Type Responses)													
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to													
MOTRONI HECTOR J			Symbol XEROX CORP [XRX]						Issuer				
(Last)	(First) (Mid					ransaction			(Chec	k all applicab	le)		
	(1	(Month/Day/Year)						Director 10% Owner X Officer (give title Other (specify					
800 LONG BOX 1600	0. 0	01/03/2006						below) below) Senior Vice President					
(Street) 4. If Am				endment, Date Original					6. Individual or Joint/Group Filing(Check				
				onth/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
STAMFOR	RD, CT 06904								Person				
(City)	(State) (Z	ip)	Table	e I - N	on-I	Derivative	Secur	ities Ao	cquired, Disposed of	f, or Benefici	ally Owned		
1.Title of Security	2. Transaction Date 2. (Month/Day/Year) E	A. Deemed Execution Da		3.4. Securities AcquiredifTransaction(A) or Disposed of					Securities	6. Ownership	7. Nature of Indirect		
(Instr. 3)	ny Month/Day/		Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5)	Beneficially Owned Following	Form: Direct (D)	Beneficial Ownership				
``````````````````````````````````````			(A)						or Indirect (I)	(Instr. 4)			
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)			
Common Stock	01/03/2006			J <u>(4)</u>	V	15,333 (4)	А	\$ 0 (3)	132,926.7078	D			
Common Stock	01/03/2006			F <u>(4)</u>	v	5,221 (4)	D	\$ 0 (3)	127,705.7078	D			
Common Stock									5,046.14	I	Employee Stock Ownership Plan		
Incentive Stock Rights	01/03/2006			J <u>(4)</u>	V	15,333 ( <u>4)</u>	D	\$ 0 (3)	15,334	D			

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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 (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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year	•	7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 4.75					01/01/2001(2)	12/31/2010	Common Stock
Stock Options	\$ 7.885					01/01/2003(2)	12/31/2012	Common Stock
Stock Options	\$ 10.365					01/01/2002(2)	12/31/2011	Common Stock
Stock Options	\$ 21.7812					01/01/2005	12/31/2009	Common Stock
Stock Options	\$ 46.875					01/01/1999	12/31/2008	Common Stock
Stock Options	\$ 47.5					03/01/2003	12/31/2009	Common Stock
Stock Options	\$ 54.8594					01/01/2000	12/31/2008	Common Stock
Stock Options	\$ 59.4375					01/01/2000	12/31/2006	Common Stock
Deferred Comp. $(1)$	\$ 0					08/08/1988 <u>(2)</u>	08/08/1988 <u>(2)</u>	Common Stock
Stock Option	\$ 13.685					01/01/2005(2)	12/31/2011	Common Stock
Performance Shares	\$ 0 <u>(3)</u>	02/16/2006		А	17,667 (5)	08/08/1988 <u>(3)</u>	08/08/1988 <u>(3)</u>	Common Stock

# **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

#### Edgar Filing: MOTRONI HECTOR J - Form 4

Senior Vice President

Director 10% Owner Officer

Other

MOTRONI HECTOR J 800 LONG RIDGE ROAD P. O. BOX 1600 STAMFORD, CT 06904

## Signatures

K. W. Fizer, Attorney-In-Fact

02/21/2006

**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) Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.

(2) Options vest over three years, 33.3% per year beginning in year shown.

- (3) Not Applicable
- (4) Vesting of Incentive Stock Rights.
- (5) 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 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. 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.