

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2008-12-31**

SEC Accession No. **0001127602-09-001658**

([HTML Version](#) on secdatabase.com)

ISSUER

XEROX CORP

CIK: **108772** | IRS No.: **160468020** | State of Incorporation: **NY** | Fiscal Year End: **1231**
SIC: **3577** Computer peripheral equipment, nec

Mailing Address
45 GLOVER AVENUE
PO BOX 4505
NORWALK CT 06856

Business Address
45 GLOVER AVENUE
PO BOX 4505
NORWALK CT 06856
2039683000

REPORTING OWNER

SEEGAL RHONDA L

CIK: **1230165**
Type: **5** | Act: **34** | File No.: **001-04471** | Film No.: **09545726**

Business Address
C/O XEROX CORP
P O BOX 1600
STAMFORD CT 06904-1600
2039684341

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
 Expires: 02/28/2011
 Estimated average burden
 hours per response 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <u>SEEGAL RHONDA L</u>			2. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [XRX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <u>X</u> Officer (give title _____ Other (specify below) <u>Vice President & Treasurer</u>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2008</u>			6. Individual or Joint/Group Reporting (Check applicable line) <u>X</u> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
45 GLOVER AVENUE, P.O. BOX 4505			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <u>NORWALK, CT 06856-4505</u>								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>05/02/2008</u>		<u>S4</u>	<u>5,500</u>	<u>D</u>	<u>\$14.4389</u>	<u>29,155</u>	<u>D</u>	

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Signatures

Karen Boyle, Attorney in Fact

** Signature of Reporting Person

01/26/2009

Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.