

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MOTRONI HECTOR J</u> _____ (Last) (First) (Middle) 800 LONG RIDGE ROAD P. O. BOX 1600 _____ (Street) STAMFORD CT 06904 _____ (City) (State) (Zip)			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 Officer (give title below) _____ Other (specify below) X _____ Senior Vice President		
			3. Date of Earliest Transaction (Month/Day/Year) 10/26/2006					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		

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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2006		M/K ⁽⁴⁾		40,500	A	\$0.0 ⁽³⁾	168,205.7078	D	
Common Stock	10/26/2006		F/K ⁽⁴⁾		9,154	D	\$16.88	159,051.7078	D	
Common Stock	10/26/2006		S/K ⁽⁴⁾		11,396	D	\$16.88	147,655.7078	D	
Common Stock	10/26/2006		M/K ⁽⁴⁾		81,000	A	\$0 ⁽³⁾	228,655.7078	D	
Common Stock	10/26/2006		F/K ⁽⁴⁾		17,892	D	\$16.88	210,763.7078	D	
Common Stock	10/26/2006		S/K		37,836	D	\$16.88	172,927.7078	D	
Common Stock	10/26/2006		S		4,500	D	\$16.87	168,427.7078	D	
Common Stock	10/26/2006		S		28,622	D	\$16.85	139,805.7078	D	
Common Stock	10/26/2006		S		12,100	D	\$16.84	127,705.7078	D	
Common Stock								5,046.14	I	Employee Stock Ownership Plan
Incentive Stock Rights								15,334	D	

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$4.75	10/26/2006		M/K ⁽⁴⁾			40,500	01/01/2001 ⁽²⁾	12/31/2010	Common Stock	40,500	\$0 ⁽³⁾	0	D	
Stock Options	\$7.885	10/26/2006		M/K ⁽⁴⁾			81,000	01/01/2003 ⁽²⁾	12/31/2012	Common Stock	81,000	\$0 ⁽³⁾	40,500	D	
Stock Options	\$10.365							01/01/2002 ⁽²⁾	12/31/2011	Common Stock	121,500		121,500	D	
Stock Options	\$21.7812							01/01/2005	12/31/2009	Common Stock	50,000		50,000	D	
Stock Options	\$46.875							01/01/1999	12/31/2008	Common Stock	20,436		20,436	D	
Stock Options	\$47.5							03/01/2003	12/31/2009	Common Stock	8,860		8,860	D	
Stock Options	\$54.8594							01/01/2000	12/31/2008	Common Stock	57,214		57,214	D	
Stock Options	\$59.4375							01/01/2000	12/31/2006	Common Stock	1,234		1,234	D	
Deferred Comp. ⁽¹⁾	\$0							08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Common Stock	\$0		\$62,195 ⁽¹⁾	D	

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$13.685							01/01/2005 ⁽²⁾	12/31/2011	Common Stock	77,000		77,000	D	
Performance Shares	\$0.0 ⁽³⁾							08/08/1988 ⁽³⁾	08/08/1988 ⁽³⁾	Common Stock	17,667		17,667 ⁽⁵⁾	D	

Explanation of Responses:

- Hypothetical investment of deferred compensation in Xerox Stock Fund under the Xerox Saving Plan.
- Options vest over three years, 33.3% per year beginning in year shown.
- Not Applicable
- Stock options were exercised by stock swap using the attestation method.
- 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.

Karen Boyle, Attorney-In-Fact 10/30/2006

** Signature of Reporting Person 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.

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