

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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>Lord Douglas C</u> (Last) (First) (Middle) 45 GLOVER AVENUE P.O. BOX 4505 (Street) NORWALK CT 06856 (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 Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2009	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Restricted Stock Units	04/01/2009	04/01/2009	J		8,550 ⁽¹⁾	D	\$0	60,852	D	
Common Stock	04/01/2009	04/01/2009	J		8,550	A	\$0	42,198	D	
Common Stock	04/01/2009	04/01/2009	M		10,047	A	\$0	52,245	D	
Common Stock	04/01/2009	04/01/2009	F		8,344 ⁽²⁾	D	\$4.75	43,901	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
Performance Shares	\$0 ⁽³⁾	04/01/2009	04/01/2009	A		4,347 ⁽⁴⁾		08/08/1988 ⁽³⁾	08/08/1988 ⁽³⁾	Common Stock	4,347	\$0	12,830	D	
Performance Shares	\$0 ⁽³⁾	04/01/2009	04/01/2009	M			10,047 ⁽⁵⁾	08/08/1988 ⁽³⁾	08/08/1988 ⁽³⁾	Common Stock	10,047	\$0	2,783	D	

Explanation of Responses:

- Vesting of restricted stock award.
- Share withholding for tax purposes reflects 3,835 shares withheld for vesting of restricted stock award of 8,550 shares and 4,509 shares withheld for 10,047 performance shares vested.
- Not applicable.
- 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.
- Performance Shares vested and converted to shares of Common Stock.

Remarks:

Karen Boyle, Attorney in Fact 04/03/2009

** 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.

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.