



DIVISION OF  
CORPORATION FINANCE

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

July 25, 2011

Via E-mail

Mr. Luca Maestri  
Chief Financial Officer  
Xerox Corporation  
P.O. Box 4505, 45 Glover Avenue  
Norwalk, CT 06856-4505

**Re: Xerox Corporation  
Form 10-K for the Fiscal Year ended December 31, 2010  
Filed February 23, 2011  
Definitive Proxy Statement on Schedule 14A  
Filed April 12, 2011  
File No. 001-04471**

Dear Mr. Maestri:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Stephen Krikorian

Stephen Krikorian  
Accounting Branch Chief