

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Mancini Joseph H.</u>  (Last) (First) (Middle) 45 GLOVER AVENUE P.O. BOX 4505  (Street) NORWALK CT 06856-4505  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP &amp; Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2015</u>	

**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	07/01/2015		M		11,860 <sup>(1)</sup>	A	\$10.68	95,299	D	
Common Stock	07/01/2015		F		3,830 <sup>(2)</sup>	D	\$10.68	91,469	D	
Common Stock	07/01/2015		A		21,780 <sup>(3)</sup>	A	\$10.68	113,249	D	
Common Stock	07/01/2015		F		7,417 <sup>(2)</sup>	D	\$10.68	105,832	D	
Restricted Stock Units	07/01/2015		M		13,978 <sup>(4)</sup>	D	\$10.68	0	I	Spouse
Common Stock	07/01/2015		M		13,978 <sup>(4)</sup>	A	\$10.68	38,209.448	I	Spouse
Common Stock	07/01/2015		F		4,742 <sup>(5)</sup>	D	\$10.68	33,467.448	I	Spouse

**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	\$0.00	07/01/2015		M		11,860 <sup>(1)</sup>		08/08/1988 <sup>(6)</sup>	08/08/1988 <sup>(6)</sup>	Common Stock	11,860	\$0.00	0	D	

**Explanation of Responses:**

- Performance Shares vested and converted to shares of Common Stock.
- Shares withheld to pay for taxes on the Performance Shares that have vested.
- Shares awarded and vesting based on 3 year cumulative performance.
- Restricted Stock Units vested and converted to shares of Common Stock.
- Shares withheld to pay for taxes on Restricted Stock Units that have vested.
- Not Applicable.

**Remarks:**

Karen Boyle, Attorney in Fact 07/06/2015

\*\* 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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