FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	Departing Dayson*			or S	ection	30(h) d	of the In	nvestmen	t Con	anany Act	- 4 4 4 4 4	`						
	Departing Derson*								COII	ipariy Act t	OT 1940	)						
1. Name and Address of Reporting Person* <u>BRITT GLENN</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol XEROX CORP [ XRX ]							(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
(Last) (First) (Middle) 45 GLOVER AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 07/15/2010									er (give title		er (specify	
P.O. BOX 4505					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
(Street)  NORWALK CT 06856-4505  (City) (State) (Zip)													- 1	X Forn	n filed by Mo			
	Tabl	e I - Non	n-Deriva	ative	Secu	urities	s Acq	uired,	Disp	oosed o	f, or	Bene	ficial	ly Owne	ed			
Date				Execution Date, if any		Transaction Disposed Of Code (Instr. 5)				and Securities Beneficially Owned Followi		Form: Direct (D) or Indirec	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
								Code	v	Amount	(A	() or ()	Price	Transa	action(s)		(111311.4)	
Deferred Stock Units 07/15								A		7,621	1)	A	\$8.53	3 78	3,990(2)	D		
	Та													Owned				
Conversion Date		Conversion or Exercise (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   8)		ction of Expiration Date				•	and 4) Amoun		tr. 3	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
	LK CT  (Si  Security (Inst  Stock Units  2.  Conversion or Exercise Price of Derivative	(State) (Catalogue Conversion or Exercise Price of Derivative (Month/Day/Year)	(State) (Zip)  Table I - Nor  Security (Instr. 3)  Stock Units  Table II - L  (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Pear)	Conversion or Exercise Price of Derivative  LK CT 06856-4505  (State) (Zip)  Table I - Non-Deriv.  2. Transa Date (Month/D  (Month/D  3. Transaction Date (Nonth/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	Table I - Non-Derivative  Security (Instr. 3)  Table II - Non-Derivative (Month/Day/Year)  Table II - Derivative Security (e.g., puts, carrier of Date (Month/Day/Year)  2. Transaction Date (e.g., puts, carrier of Date (Month/Day/Year) (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Conversion Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	LK CT 06856-4505  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, or calls, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	Table II - Derivative Securities  Stock Units  Table II - Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warra  2. Transaction Date (e.g., puts, calls, warra  2. Transaction Date (month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. If Amendment,  6. If Amendment,  8. If Amendment,  8	LK CT 06856-4505  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, or Exercise Price of Derivative Security  Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year)  4. If Amendment, Date of 4. If Amendment, Date of 24. Deemed Execution Date, if any (Month/Day/Year)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4.)	LK CT 06856-4505  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Gecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, B)  Code  Stock Units  Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options)  2. Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options)  A  Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options)  A  Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options)  A  Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options)  A  Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options)  A  Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options)  A  Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options)  A  Table II - Derivative Securities Acquired (a) or Derivative Securities Acquired (becaution)  Conversion (month/Day/Year)  A  Table II - Derivative Securities Acquired (becautive)  Transaction (code (Instr. 8) (month/Day/Year)  Transaction (code (Instr. 8) (month/Day/Year)	LK CT 06856-4505  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disponent (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponent (e.g., puts, calls, warrants, options, color Exercise Price of Derivative Security  3. Transaction (e.g., puts, calls, warrants, options, color Exercise Price of Derivative Security  3. Transaction (d.g., puts, calls, warrants, options, color Exercise Price of Derivative Security)  3. Transaction Date (month/Day/Year)  3. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)  5. Number of Code (Month/Day/Year)  6. Date Exercise (Month/Day/Year)  6. Date Expiration Date (Month/Day/Year)  7. Transaction Date (month/Day/Year)  8. Odd (A) or Disposed of (D) (Instr. 3, 4	Table I - Non-Derivative Securities Acquired, Disposed of Security (Instr. 3)    Code   V   Amount	A. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired, Disposed of (D) (Code (Instr. 8))  Table II - Derivative Securities Acquired, Disposed of (D) (Code (Instr. 8))  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Long (Month/Day/Year))  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired, Disposed of, or Becurity (A) or Disposed of (D) (Instr. 3, 4)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)  Stock Units  Table II - Derivative Securities Acquired (Month/Day/Year)	A. 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Conversion or Exercise (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or (D) (Instr. 3, 4 and 5)  A Total and A Total and A Total and A Total and A Amount of Security (Instruction Date (Month/Day/Year) A A Amount of Securities Acquired (A) or (D) (Instr. 3, 4 and 5)	4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (A) or Exercise of Conversion or Exercise Price of Date (Month/Day/Year) (Month/Day/Year	LK CT 06856-4505  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Transaction (Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Date (Month/Day/Year) (Month/Day/Year	LK CT 06856-4505  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned February  (Month/Day/Year)  2. Transaction Date (Line)  3. Transaction (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 4)  5. Month (A) or (D) Price (Instr. 3 and 4)  2. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Coversion of Exercise of Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Date (Instr. 3)  5. Number of Derivative Securities	A   If Amendment, Date of Original Filed (Month/Day/Year)   Code   V   Amount   Conversion   Conversion of Exercison   Date   Conversion of Exercison   Conversion of Exercison   Conversion of Exercison   Code (Inst. A)   Code	

Date Exercisable

Expiration Date

## **Explanation of Responses:**

- 1. Deferred Stock Units issued as payment of fees under the terms of the 2004 Non-Employee Directors Compensation Plan.
- $2. \ This \ balance \ also \ includes \ the \ shares \ received \ from \ the \ reinvestment \ of \ dividend \ equivilants \ paid \ on \ 01/31/2010 \ and \ 4/30/2010.$

Karen Boyle, Attorney in Fact 07/19/2010

\*\* Signature of Reporting Person Date

of Shares

Title

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).

Code V

(A) (D)

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.