

KABURECK GARY R  
 Form 4  
 February 21, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KABURECK GARY R**

2. Issuer Name and Ticker or Trading Symbol  
**XEROX CORP [XRX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**P. O. BOX 1600, 800 LONG RIDGE ROAD**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/03/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice Pres. & Chief Accountant**

(Street)  
**STAMFORD, CT 06904**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |   |
| Common Stock                    | 01/03/2006                           |  | J <sup>(1)</sup>               | V 6,333 A \$0 <sub>(3)</sub>                                      | 16,511.036  | D  |   |
| Common Stock                    | 01/03/2006                           |  | F <sup>(1)</sup>               | V 2,534 D \$0 <sub>(3)</sub>                                      | 13,977.036  | D  |   |
| Common Stock                    |                                      |  |                                |   | 3,515.18  | I  | Employee Stock Ownership Plan                         |
| Incentive Stock Rights          | 01/03/2006                           |  | J <sup>(1)</sup>               | V 6,333 D \$0 <sub>(3)</sub>                                      | 6,334   | D  |   |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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**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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option                               | \$ 4.75  |                                      |  |                                |   | 01/01/2002 <sup>(2)</sup> 12/31/2010                     | Common Stock  |
| Stock Option                               | \$ 7.885   |                                      |  |                                |   | 01/01/2004 <sup>(2)</sup> 12/31/2012                     | Common Stock  |
| Stock Option                               | \$ 10.365  |                                      |  |                                |   | 01/01/2003 <sup>(2)</sup> 12/31/2011                     | Common Stock  |
| Stock Option                               | \$ 21.7812   |                                      |  |                                |   | 01/01/2001 <sup>(2)</sup> 12/31/2009                     | Common Stock  |
| Stock Option                               | \$ 25.8125   |                                      |  |                                |   | 03/01/2003 12/31/2009                                    | Common Stock  |
| Stock Option                               | \$ 59.4375   |                                      |  |                                |   | 01/01/2000 <sup>(2)</sup> 12/31/2006                     | Common Stock  |
| Stock Option                               | \$ 59.4375   |                                      |  |                                |   | 01/01/2000 <sup>(2)</sup> 12/31/2008                     | Common Stock  |
| Stock Option                               | \$ 13.685  |                                      |  |                                |   | 01/01/2005 <sup>(2)</sup> 12/31/2011                     | Common Stock  |
| Performance Shares                         | \$ 0 <sup>(3)</sup>                                    | 02/16/2006                           |  | A                              | 6,100 <sup>(4)</sup>  | 08/08/1988 <sup>(3)</sup> 08/08/1988 <sup>(3)</sup>      | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                               |       |
|--------------------------------|---------------|-----------|-------------------------------|-------|
|                                | Director      | 10% Owner | Officer                       | Other |
|                                |               |           | Vice Pres. & Chief Accountant |       |

