## Edgar Filing: XEROX CORP - Form 4

XEROX CO Form 4	RP									
November 08									OMB AF	PROVAL
FORM	<b>14</b> UNITED S	STATES					NGE CO	MMISSION	OMB Number:	3235-0287
Section 16. Form 4 or Form 5 obligations may continue Form 10. Filed pursuant to Sec Section 17(a) of the Pub			F CHAN Section 1 Public Ut	Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, ublic Utility Holding Company Act of 1935 or Section f the Investment Company Act of 1940					Expires: January 31 2005 Estimated average burden hours per response 0.5	
(Print or Type R	Responses)									
1. Name and A Peacock Rus	ddress of Reporting F ssell	Person <u>*</u>	Symbol	Name and		Fradin	0	. Relationship of l ssuer		
(Last)	(First) (N	liddle)		Earliest Tr	-			(Check	all applicable	)
45 GLOVE	R AVENUE		(Month/D 11/06/20	-				Director _X Officer (give r elow) Vic		Owner r (specify
	(Street)			ndment, Da hth/Day/Year	-		А	. Individual or Joi pplicable Line) X_ Form filed by O _ Form filed by Mo	ne Reporting Per	son
NORWALK	X, CT 06856						P	erson		Jorning
(City)	(State) (	Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	n Date, if	3. Transactic Code (Instr. 8) Code V	oror Dispose (Instr. 3, 4	ed of (	(D)	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)
Restricted Stock Units								15,950 <u>(3)</u>	D	
Common Stock	11/06/2007			М	46,800	А	\$ 0 <u>(1)</u>	54,469	D	
Common Stock	11/06/2007			S	500	D	\$ 16.895	53,969	D	
Common Stock	11/06/2007			S	11,500	D	\$ 16.9	42,469	D	
Common Stock	11/06/2007			S	2,100	D	\$ 16.91	40,369	D	

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Common Stock	11/06/2007	S	2,900	D	\$ 16.92 37,469	D
Common Stock	11/06/2007	S	400	D	\$ 16.93 37,069	D
Common Stock	11/06/2007	S	100	D	\$ 16.935 36,969	D
Common Stock	11/06/2007	S	1,600	D	\$ 16.94 35,369	D
Common Stock	11/06/2007	S	1,300	D	\$ 16.945 34,069	D
Common Stock	11/06/2007	S	12,306	D	\$ 16.95 21,763	D
Common Stock	11/06/2007	S	1,400	D	\$ 16.955 20,363	D
Common Stock	11/06/2007	S	4,200	D	\$ 16.89 16,163	D
Common Stock	11/06/2007	S	2,400	D	\$ 16.96 13,763	D
Common Stock	11/06/2007	S	6,094	D	\$ 16.97 7,669	D

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.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year		I 7. Title and A Underlying Se (Instr. 3 and 4	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Stock Options	\$ 59.4375						01/01/2002	12/31/2008	Common Stock	4
Stock Options	\$ 21.7812						01/01/2003	12/31/2009	Common Stock	4

Stock Options	\$ 21.7812				01/01/2003	12/31/2009	Common Stock	15
Stock Options	\$ 13.685				01/01/2006	12/31/2011	Common Stock	21
Performance Shares	\$ 0 <u>(1)</u>				08/08/1998 <u>(1)</u>	08/08/1998	Common Stock	7
Stock Options	\$ 10.3645	11/06/2007	М	23,400	01/01/2005(4)	12/31/2011	Common Stock	23
Stock Options	\$ 7.885	11/06/2007	М	23,400	01/01/2006(4)	12/31/2012	Common Stock	23

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Peacock Russell 45 GLOVER AVENUE NORWALK, CT 06856			Vice President				
Signatures							
Karen Boyle							

Karen Boyle,11/08/2007Attorney-in Fact\*\*Signature of Reporting PersonDate

## **Explanation of Responses:**

- \* 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).
- (1) Not Applicable
- (2) These performance shares were earned based on achievement of specific annual performance criteriathat are not tied solely to the market price of Issuer securities. Performance shares, to the extent earned, are scheduled to vest three years from their respective grant date.
- (3) Incentive stock rights under 16b-3 plan payable in shares treated as restricted stock. These rights are subject to vesting requirements.
- (4) Options vest over three years, 33%, 33%, 34%, beginning in year shown.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.