

Dastin Richard M  
 Form 4  
 July 02, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Dastin Richard M

(Last) (First) (Middle)  
 45 GLOVER AVENUE, P.O. 4505  
 (Street)

NORWALK, CT 06856

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 07/01/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice President

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

**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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	07/01/2010		M	4,865 (1) A \$ 0 (2)	15,510.68	D	
Restricted Stock Units	07/01/2010		J	6,950 D \$ 0 (2)	119,060	D	
Common Stock	07/01/2010		J	6,950 (3) A \$ 0 (2)	22,460.68	D	
Common Stock	07/01/2010		F	1,763 (4) D \$ 7.97	20,697.68	D	
Common Stock	07/01/2010		F	2,518 (5) D \$ 7.97	18,179.68	D	

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

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(9-02)

**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)
Performance Shares	\$ 0	07/01/2010		A	2,997 <u>(6)</u>	Date Exercisable 08/08/1988 Expiration Date 08/08/1988	Title Common Stock 2.
Performance Shares	\$ 0	07/01/2010		M	4,865 <u>(1)</u>	Date Exercisable 08/08/1988 Expiration Date 08/08/1988	Title Common Stock 4.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dastin Richard M 45 GLOVER AVENUE P.O. 4505 NORWALK, CT 06856			Vice President	

## Signatures

Karen Boyle, Attorney  
in Fact 07/02/2010

      \*\*Signature of Reporting Person                                  Date

## 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) Performance Shares vested and converted to shares of Common Stock.
- (2) Not Applicable
- (3) Vesting of restricted stock award.
- (4) Taxes withheld from the vesting of Performance Shares.

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(5) Taxes withheld for vesting of Restricted Stock Shares.

(6) These performance shares were earned based on achievement of specific annual performance criteria that 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 earned date.

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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